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LEGAL & FINANCIAL SERVICES ACCOUNT NO. : 072100000032

96 MAY 20 PM 2:04

REFERENCE : 967634 7101672 MATCH

AUTHORIZATION : Patricia Leggett

COST LIMIT : \$ 70.00

ORDER DATE : May 28, 1996

ORDER TIME : 1:29 PM

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ORDER NO. : 967634

CUSTOMER NO: 7101672

CUSTOMER: Harry Greenfield, Esq
HARRY C. GREENFIELD, P.A.

Suite 202
800 E. Merritt Island Causeway
Merritt Island, FL 32952

DOMESTIC FILING

NAME: GREAT AMERICAN MANAGEMENT
ENTERPRISES, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

96 MAY 23 PM 3:16

EFFECTIVE DATE:

ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Daniel W Leggett

EXAMINER'S INITIALS:

of
5/28/96

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

96 MAY 20 PH 3:16

**ARTICLES OF INCORPORATION
OF
GREAT AMERICAN MANAGEMENT ENTERPRISES, INC.**

THE UNDERSIGNED incorporators for the purpose of forming a corporation under Chapter 607 of the laws of the State of Florida, hereby adopts the following Articles of Incorporation.

ARTICLE I. NAME

The name of the corporation shall be:

GREAT AMERICAN MANAGEMENT ENTERPRISES, INC.

ARTICLE II. PRINCIPAL OFFICE

The principal office and mailing address of this corporation is 691 Autumn Glen Drive, Melbourne, Florida 32940.

ARTICLE III. PURPOSE

The corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation, including but not limited to complete management and related services for time-share and whole ownership condominium and homeowner associations.

ARTICLE IV. CAPITAL STOCK

The capital stock of the corporation shall be 1,000 shares of common stock having a par value of one dollar (\$1.00) per share.

ARTICLE V. REGISTERED OFFICE AND AGENT

The address of the initial registered office of this corporation is 800 East Merritt Island Causeway, Suite 202, Merritt Island, Florida 32952. The name of the initial registered agent at that address is Harry C. Greenfield, Esquire.

ARTICLE VI. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VII. DIRECTORS

All corporate power shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors. This corporation shall have six (6) Directors, initially. The names and addresses of the initial members of the Board of Directors are:

NAME	ADDRESS
Rodney L. Ressler Carol A. Ressler	691 Autumn Glen Drive Melbourne, FL 32950
Robert D. Stachel Joyce Stachel	555 Fillmore Avenue Cape Canaveral, FL 32920
Daniel W. Hartman Elsie Hartman	P.O. Box 542185 Merritt Island, FL 32954

ARTICLE VIII. OFFICERS

The name and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed:

NAME	ADDRESS
Rodney L. Ressler President	691 Autumn Glen Drive Melbourne, FL 32950
Robert D. Stachel Secretary	555 Fillmore Avenue Cape Canaveral, FL 32920
Daniel W. Hartman Treasurer	P.O. Box 542185 Merritt Island, FL 32954

ARTICLE IX. INCORPORATORS

The name and street address of the incorporators to these Articles of Incorporation are:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

96 MAY 20 PII 3:16

NAME

ADDRESS

Rodney L. Ressler 691 Autumn Glen Drive
Melbourne, FL 32950

Robert D. Stachel 555 Fillmore Avenue
Cape Canaveral, FL 32920

Daniel W. Hartman P.O. 542185
Merritt Island, FL 32954

IN WITNESS WHEREOF, the undersigned incorporators have
executed these Articles of Incorporation this 30th day of April,
1996.

Rodney L. Ressler
RODNEY L. RESSLER

Robert D. Stachel
ROBERT D. STACHEL

Daniel W. Hartman
DANIEL W. HARTMAN

ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION

I, THE UNDERSIGNED PERSON, having been named as Registered Agent and to accept service of process for the above stated corporation, hereby accept this appointment as Registered Agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as Registered Agent.

BY:

HARRY C. GREENFIELD