

P96000049088

May 30, 1996

Florida Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

000001053000
-06/06/96--01086--012
*****70.00 *****70.00

Subject: SOUTHERN TELEMAGEMENT GROUP
OF SOUTHWEST FLORIDA, INC.

Dear Sir or Madam:

The enclosed duly prepared and executed Articles of Incorporation for STG RESORTS, INC. are forwarded for review and filing, effective June 1, 1996, as set forth in Article 607.0120 of the Florida Business Corporation Act.

The Corporate Name was not previously reserved.

A Certificate of Corporate Status is not required nor is a certified copy of the corporate articles required.

A check for \$70.00 is enclosed for the Filing Fee (\$35.00) and Designation of Agent Fee (\$35.00).

FROM: Frank A Brown
33 Gulf Breeze Pkwy, Suite A
Gulf Breeze, Florida 32561

You may contact me at (904) 934-6444 if you have questions.

Thank you for your prompt attention to this matter.

Sincerely,


Frank A Brown
Incorporator

Encl: (1) Articles of Incorporation (2)
(2) Certificate of Designation of Registered Agent (2)
(3) Check (\$70.00).

JUN 10 1996

BSB

96 JUN -6 AM 9:00

ARTICLES OF INCORPORATION

TALLAHASSEE FLORIDA

of

STG RESORTS, INC.

The undersigned, acting as incorporator of a corporation pursuant to Chapter 607, Florida Statutes (Florida Business Corporation Act), hereby adopts the following Articles of Incorporation:

ARTICLE I - NAME

The name of the corporation shall be:

STG RESORTS, INC.

ARTICLE II - PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

33 Gulf Breeze Pkwy, Suite A
Gulf Breeze, Florida 32561

ARTICLE III - SHARES

The numbers of shares of stock that this corporation is authorized to have outstanding at any one time is:

7,500 shares of Common stock at a Par Value of \$1.00

ARTICLE IV - INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

Frank A Brown
33 Gulf Breeze Pkwy, Suite A
Gulf Breeze, Florida 32561

ARTICLE V - INCORPORATOR

The name and street address of the incorporator to these
Articles of Incorporation is:

Frank A Brown
33 Gulf Breeze Pkwy, Suite A
Gulf Breeze, Florida 32561

The undersigned incorporators have executed these Articles of
Incorporation this 31 day of May, 1996.

Signature Of Incorporator:

A handwritten signature in dark ink, appearing to read 'Frank A Brown', written over a horizontal line.

Typed Name Of Incorporator Signing: Frank A Brown

55.0001-6 AM 9:00

CERTIFICATE OF DESIGNATION
Registered Agent/Registered Office

Pursuant to the provisions of sections 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is:

STC RESORTS, INC.

2. The name and address of the registered agent and office is:

Frank A Brown
33 Gulf Breeze Pkwy, Suite A
Gulf Breeze, Florida 32561

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE 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.

SIGNATURE:


Frank A Brown

DATE:

5/31/86