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Examiner's Initials

KL8-16-96

# ARTICLES OF INCORPORATION

ARTICLE I - NAME

ARTICLE I - NAME

The name of this Corporation is RESORTS INTERNATIONAL PROMOTIONS, INC. and its address is c/o Shutts & Bowen, 20 North Orange Avenue, Suite 1000, Orlando, Florida 32801.

#### ARTICLE II - DURATION

This Corporation shall have perpetual existence commencing on August 19, 1996.

#### ARTICLE III - PURPOSE

This Corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

#### ARTICLE IV - CAPITAL STOCK

This Corporation is authorized to issue 7,500 shares of One (\$1.00) dollar par value common stock, which shall be designated "Common Shares."

# ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The name of the initial registered agent of this Corporation is Brian M. Jones and his address is c/o Shutts & Bowen, 20 North Orange Avenue, Suite 1000, Orlando, Florida 32801.

# ARTICLE VI - INITIAL BOARD OF DIRECTORS

This Corporation shall have one (1) Director Initially. The number of Directors may be increased or decreased from time to time by the Bylaws but shall never be less than one (1). The names and addresses of the initial Directors of this Corporation are:

NAME

**ADDRESS** 

Donald Granatstein

9858 Bay Vista Estates Boulevard Orlando, Florida 32836

#### ARTICLE VII - BYLAWS

The Bylaws of this Corporation may be adopted, altered, amended or repealed by either the Shareholders or Directors.

# ARTICLE VIII - INDEMNIFICATION

This Corporation shall indemnify any Officer or Director, or any former Officer or Director, to the fullest extent permitted by law.

## ARTICLE IX - PREEMPTIVE RIGHTS

Every Shareholder, upon the sale for cash of any new stock of this Corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

#### ARTICLE X - INCORPORATOR

The name of the person signing these Articles is Donald Granatstein, and his address is 9858 Bay Vista Estates Boulevard, Orlando, Florida 32836. 32801.

#### ARTICLE XI - AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, in accordance with the provisions of the Florida Business Corporation Act.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 14 day of August, 1996.

Donald Granatstein, Incorporator

### ACCEPTANCE BY REGISTERED AGENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN ARTICLE V OF THESE ARTICLES OF INCORPORATION, THE UNDERSIGNED CORPORATION HEREBY AGREES TO ACT IN THIS CAPACITY, AND FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE DISCHARGE OF ITS DUTIES.

DATED THIS /4 DAY OF AUGUST, 1996.

Brian M. Jones, Esquire

Brian M. Jones, Esquire

Brian M. Jones, Esquire

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