

P960000082792

TRANSMITTAL LETTER

FILED

96 OCT -7 AM 11:10

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

SUBJECT: WINDJAMMER Resort Management INC.
(proposed corporate name)

Enclosed please find an original and one (1) copy of the articles of incorporation for the above corporation and check in the amount of \$ 122.50.

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-09/20/96--01035--007
***122.50 ***122.50

FROM:

Richard Muslar
Name
8029 124th TERRACE N
Address
LARGO FL 33643
City, State, & Zip
(813) 577-9100
Telephone Number

W96-20006
611
544

Note: Additional copy of articles is needed only when certified copy is requested.

10/08/96



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

September 23, 1996

RICHARD MASLAR
8029 124TH TERRACE NORTH
LARGO, FL 33643

SUBJECT: WINDJAMMER RESORT MANAGEMENT INC.
Ref. Number: W96000020006

We have received your document for WINDJAMMER RESORT MANAGEMENT INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The registered agent must sign accepting the designation.

The name and capacity of the person signing the document must be noted beneath or opposite the signature.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6927.

Kathy Hyman
Document Specialist

Letter Number: 196A00043761

ARTICLES OF INCORPORATION

We, the undersigned, as proper persons acting as incorporators of a corporation under the laws of the State of Florida, adopt the following articles of incorporation:

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TALLAHASSEE, FLORIDA

FIRST

The name of the corporation is: Windjammer Resort Management Inc.

SECOND

The period of its duration is: Perpetually thereafter until dissolved by law.

THIRD

The purpose of the corporation is: To engage in any business or activity permitted under the laws of the United States and this State.

FOURTH

The aggregate number of authorized shares is: One Thousand (1,000) shares of common stock having a par value of \$1.00 per share.

FIFTH

The corporation will not commence business until at least one hundred dollars have been received by it as consideration for the issuance of shares.

SIXTH

Cumulative voting of shares of stock are not authorized.

SEVENTH

These Articles of Incorporation may be amended at any time by a resolution, adopted by a majority vote of the board of directors at any annual, or special meeting, provided at least ten (10) days written notice is given each director of the time and place of the meeting and the purpose thereof. Any amendment to these Articles of Incorporation must be approved by a majority vote of the shareholders of the corporation.

EIGHTH

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

NINTH

The address of the initial registered office of the corporation is: 8029 124th Terrace N. Largo, Florida 34643 and the name of its initial registered agent at such address is: Richard A. Maslar

TENTH

Address of the principal place of business is: P.O. Box 172841 Tampa, Florida 33672

ELEVENTH

The number of directors constituting the initial board of directors of the corporation is Three, and the names and address of the persons who are to serve as directors until the first annual meeting of shareholders or until their successors are elected and shall qualify are:

Name
Paul J. Desch

Address
378 S. Main Str.
Rutland, Vermont 05701

Richard A. Maslar

8029 124th Terrace N.
Largo, Florida 34643

The Name and Address of the incorporators are:

First Venture Partners Ltd.
8029 124th Terrace N.
Largo, Florida 34643

The undersigned have executed these Articles of Incorporation
this 12 th day of September, 1996.

Paul J. Desch President

Richard A. Maslar V.P./ Secretary

____ V.P./Treasurer

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 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: WINDJAMMER Resort
MANAGEMENT INC

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

Richard A. MASLAR
(NAME)
8029 124th TERRACE N.
(P.O. BOX NOT ACCEPTABLE)
LARGO, FL 34643
(CITY/STATE/ZIP)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SIGNATURE [Signature]
(corporate officer)
TITLE President
DATE 9-12-98

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED 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 [Signature]
DATE 9-12-98