

CAPITAL CONNECTION INC.

417 E. Virginia St., Suite 101, Tallahassee, FL 32301, (904) 224-8870
 Mailing Address: Post Office Box 10149, Tallahassee, FL 32302
 TOLL FREE No. 1-800-342-8062
 FAX (904) 222-1222

NAME _____
 FIRM _____
 ADDRESS _____

PHONE () _____

Service: Top Priority _____ Regular _____
 One Day Service Two Day Service

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

REQUEST TAKEN CONFIRMED APPROVED
 DATE 10/29/96
 TIME 11:00 CK No. _____
 BY C. D. AK

WALK-IN
 Will Pick Up _____

RE: Indian Creek Resorts
 Development, Inc.

	C.C. FEE.	DISBURSED
<input checked="" type="checkbox"/> Capital Express™		
<input checked="" type="checkbox"/> Art. of Inc. File		
<input type="checkbox"/> Corp. Record Search		
<input type="checkbox"/> Ltd. Partnership File		
<input type="checkbox"/> Foreign Corp. File		
<input checked="" type="checkbox"/> () Cert. Copy(s)		
<input type="checkbox"/> Art. of Amend. File		
<input type="checkbox"/> Dissolution/Withdrawal		
<input type="checkbox"/> C U S. _____ 400001989224--5		
<input type="checkbox"/> Fictitious Name File		
	10/29/96-01128-007	
	****122.50 ****122.50	
<input type="checkbox"/> Name Reservation		
<input type="checkbox"/> Annual Report/Reinstatement		
<input type="checkbox"/> Reg. Agent Service		
<input type="checkbox"/> Document Filing		
<input type="checkbox"/> Corporate Kit		
<input type="checkbox"/> Vehicle Search		
<input type="checkbox"/> Driving Record		
<input type="checkbox"/> Document Retrieval		
<input type="checkbox"/> UCC 1 or 3 File		
<input type="checkbox"/> UCC 11 Search		
<input type="checkbox"/> UCC 11 Retrieval		
<input type="checkbox"/> File No.'s, _____ Copies		
<input type="checkbox"/> Courier Service		
<input type="checkbox"/> Shipping/Handling		
<input type="checkbox"/> Phone () _____		
<input type="checkbox"/> Top Priority		
<input type="checkbox"/> Express Mail Prep.		
<input type="checkbox"/> FAX () _____ pgs.		

SUBTOTALS

FEE.....	
DISBURSED.....	
SURCHARGE.....	\$
TAX on corporate supplies.....	\$
SUBTOTAL.....	\$
PREPAID.....	\$
BALANCE DUE.....	\$
	\$

Please remit invoice number with payment
 TERMS: NET 10 DAYS FROM INVOICE DATE
 1 1/2% per month on Past Due Amounts
 Past 30 Days, 18% per Annum.

THANK YOU
 from
 Your Capital Connection

ARTICLES OF INCORPORATION
OF

Indian Creek Resorts Development, Inc.

FILED
95 OCT 29 PM 3:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I: NAME

The name of the corporation is Indian Creek Resorts Development, Inc.

ARTICLE II: PRINCIPAL OFFICE

The principal place of business and mailing address of the corporation is c/o Hyman & Kaplan, P.A. 44 W. Flagler Street, 14th Floor, Miami, FL 33130.

ARTICLE III: CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is one thousand five hundred (1,500) shares having a par value of (\$1.00) per share.

ARTICLE IV: INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is Joseph H. Ganguzza, Hyman & Kaplan, P.A., 44 W. Flagler Street, 14th Floor, Miami, FL 33130.

ARTICLE V: INCORPORATOR

The name and address of the incorporator of these Articles of Incorporation is Capital Connection, Inc., 417 E. Virginia St., Suite 1, Tallahassee, FL 32301.

ARTICLE VI: INITIAL BOARD OF DIRECTORS

The name and address of each member of the initial Board of Directors of the corporation is

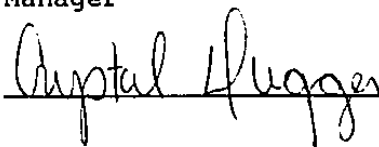
Carlos Leon-President/Director

Alan F. Shader-Secretary/Director

c/o Hyman & Kaplan, P.A., 44 W. Flagler Street, 14th Floor, Miami, FL 33130.

The undersigned has executed these Articles of Incorporation this 29th day of October 1996.

"Capital Connection, Inc. by Crystal Dugger, Assistant Office Manager"



CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

FILED
96 OCT 29 PM 3:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

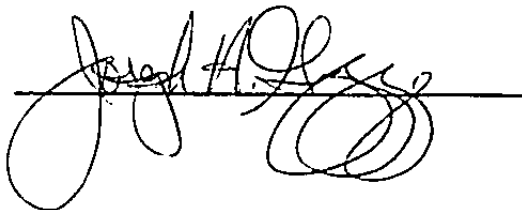
Pursuant to the provisions of section 607.0501, Florida Statutes, the mentioned corporation, organized under the laws of the state of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

1. The name of the corporation is: Indian Creek Resorts Development, Inc.

2. The name and street address of the registered agent and office is: Joseph H. Ganguzza, Hyman & Kaplan, P.A.

44 W. Flagler Street, 14th Floor, Miami, FL 33130

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.



CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 4, Tallahassee, FL 32301, (904) 222-1222
 Mailing Address: Post Office Box 10149, Tallahassee, FL 32302
 TOLL FREE No. 1-800-342-8062
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NAME _____
 FIRM _____
 ADDRESS _____

PHONE () _____

Service: Top Priority _____ Regular _____
 One Day Service _____ Two Day Service _____

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

RECEIVED
 95 NOV 27 PM 9:55
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

Amendment
11/27/96
[Signature]

REQUEST TAKEN CONFIRMED APPROVED
 DATE _____
 TIME _____ CK No. _____
 BY AAP _____

WALK-IN Will Pick Up 1127 1140

P96000089036
 Development, Inc.

	C.C. FEE.	DISBURSED
Capital Express™		
Art. of Inc. File		
Corp. Record Search		
Ltd. Partnership File		
Foreign Corp. File		
1-7000 Copy(s)		
Art. of Amend. File		
Dissolution/Withdrawal		
C U S-		
Fictitious Name File		
Name Reservation		
Annual Report/Reinstatement	3000002015723--3	
Reg. Agent Service	-11/27/96-01036-012	
Document Filing	*****35.00 *****35.00	
Corporate Kit		
Vehicle Search		
Driving Record		
Document Retrieval		
UCC 1 or 3 File		
UCC 11 Search		
UCC 11 Retrieval		
File No.'s, Copies		
Courier Service		
Shipping/Handling		
Phone ()		
Top Priority		
Express Mail Prep.		
FAX () pgs.		
SUBTOTALS		

FEE.....	\$
DISBURSED.....	\$
SURCHARGE.....	\$
TAX on corporate supplies.....	\$
SUBTOTAL.....	\$
PREPAID.....	\$
BALANCE DUE.....	\$
	\$

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THANK YOU
 from
 Your Capital Connection

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF**

INDIAN CREEK RESORTS DEVELOPMENT, INC.

(present name)

Pursuant to the provisions of section 607.1006, Florida Statutes, this corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment(s) adopted: *(indicate article number(s) being amended, added or deleted)*

Article VI of the Articles of Incorporation are hereby amended to delete Alan F. Shador as Secretary/Director. In his place Fabian Garcia-Diaz is hereby designated as Secretary/Director of the Corporation.

FILED
96 NOV 27 PM 12:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

THIRD: The date of each amendment's adoption: November 18, 1996.

FOURTH: Adoption of Amendment(s) (CHECK ONE)

☒ The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.

☐ The amendment(s) was/were approved by the shareholders through voting groups.
The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):

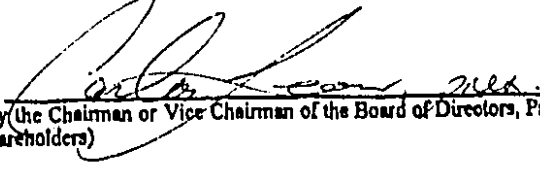
"The number of votes cast for the amendment(s) was/were
sufficient for approval by _____"
voting group

☐ The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.

☐ The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this day 22nd of November, 19 96.

Signature


(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)

OR

(By a director if adopted by the directors)

OR

(By an incorporator if adopted by the incorporators)

CARLOS LEON, PRESIDENT

Typed or printed name

President

Title