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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: LOWNDES, DROSDICK, DOSTER, KANTOR & REED, P. ACCT#: 072720000036

CONTACT: KYLE L WHITE

PHONE: (407)843-4600

FAX #: (407)423-4495

NAME: MEADOWOOD GOLF AND TENNIS CLUB F & B, INC.

AUDIT NUMBER.....H97000004382

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..1 PAGES..... 2

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ARTICLES OF INCORPORATION

OF

MEADOWOOD GOLF AND TENNIS CLUB F & B, INC.

ARTICLE I - NAME

The name of this corporation is MEADOWOOD GOLF AND TENNIS CLUB F & B,
INC.

ARTICLE II - PRINCIPAL OFFICE AND MAILING ADDRESS

The street address of the principal office and the mailing address of the corporation shall
be 5211 International Drive, Orlando, Florida 32819

ARTICLE III - CAPITAL STOCK

This corporation is authorized to issue ONE THOUSAND (1,000) shares of ONE CENT
(\$0.01) par value common stock.

ARTICLE IV - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 215 N. Eola Drive,
Orlando, Florida 32801 and the name of the initial registered agent of this corporation at that
address is Charles C. Carrington, Esquire.

ARTICLE V - INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be
either increased or decreased from time to time as provided in the Bylaws of the corporation,
but shall never be less than one (1). The name and address of the initial director are as follows:

Lothar Estein
5211 International Drive
Orlando, FL 32819

This document was prepared by:

CHARLES C. CARRINGTON, ESQUIRE

Florida Bar Number: 0606560
Lowndes, Drosdick, Doster, Kantor & Reed, P.A.
P. O. Box 2809
Orlando, Florida 32802-2809
(407) 843-4600

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ARTICLE VI - INCORPORATOR

The name and address of the person signing these Articles are as follows:

Charles C. Carrington, Esquire
215 N. Eola Drive
Orlando, FL 32801

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of
Incorporation this 13th day of March, 1997.



Charles C. Carrington, Incorporator

ACCEPTANCE OF REGISTERED AGENT

The undersigned hereby accepts the designation as Registered Agent of MEADOWOOD
GOLF AND TENNIS CLUB F & B, INC.



Charles C. Carrington

WAIVER OF SUBSCRIPTION RIGHTS

The undersigned hereby waives any rights of subscription which may have accrued by
virtue of the undersigned acting as Incorporator of MEADOWOOD GOLF AND TENNIS
CLUB F & B, INC.



Charles C. Carrington