



THE UNITED STATES  
CORPORATION  
COMPANY

P97000023807

ACCOUNT NO. : 072100000032

REFERENCE : 295623 7116511

AUTHORIZATION :

COST LIMIT : \$ 122.50

*Patricia Piggott*

ORDER DATE : March 17, 1997

ORDER TIME : 10:43 AM

ORDER NO. : 295623-005

295623-005 - 7

CUSTOMER NO: 7116511

CUSTOMER: B. Paul Katz, Esq  
B. PAUL KATZ, ESQ

Sunrise Plaza, Suite 110  
1 Florida Park Drive, N.  
Palm Coast, FL 32137

DOMESTIC FILING

NAME: ROYAL FLORIDIAN RESORT, INC.

EFFECTIVE DATE:

XXX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XXX CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Harry B. Davis

EXAMINER'S INITIALS:

*Dmc*  
*3/17/97*

FILED  
97 MAR 17 PM 2:18  
STATE  
TALLAHASSEE, FLORIDA  
RECEIVED  
97 MAR 17 AM 11:31  
DIVISION OF CORPORATION

ARTICLES OF INCORPORATION  
of  
ROYAL FLORIDIAN RESORT, INC.

**FILED**  
97 MAR 17 PM 2:18  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned subscribers of these Articles of Incorporation, each a natural person competent to contract, hereby associate themselves together to form a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of this corporation is:

ROYAL FLORIDIAN RESORT, INC.

ARTICLE II. NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation is to make real estate investments and engage in every and any aspect and phase of any and every lawful business, including, but not limited to, the following activities:

To conduct business in, have one or more offices in, and buy, hold, mortgage, sell, convey, lease, or otherwise dispose of real and personal property, including franchises, patents, copyrights, trademarks and licenses, in the State of Florida and in all other states and countries.

To loan money, to contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness, and execute such mortgages, transfers of corporate property, or other instruments to secure the payments of corporate indebtedness as required.

To purchase the corporate assets of any other corporation and engage in the same character of business.

To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities or other evidences of indebtedness created by any other corporation of the State of Florida or any other state or government, and whole owner of such stock to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

### ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is: 1,000 shares of common stock with no par value. There shall be no other class of stock. The incorporators may, by contract, restrict the alienability of this stock. An endorsement shall be made upon each certificate of stock indicating the existence of such contract.

### ARTICLE IV. TERM OF EXISTENCE

This corporation is to exist perpetually.

### ARTICLE V. ADDRESS

The street address of the initial principal office of this corporation in the State of Florida is 51 South Atlantic Avenue, Ormond Beach, Florida 32174. The Board of Directors may, from time to time, move the principal office to any other address in Florida. The mailing address of the corporation is 51 South Atlantic Avenue, Ormond Beach, FL 32174.

### ARTICLE VI. DIRECTORS

The corporation shall have one director(s) initially. The number of directors may be increased from time to time, by By-Laws adopted by the stockholders.

### ARTICLE VII. INITIAL DIRECTORS

The names and post office addresses of the members of the first Board of Directors are:

<u>Name</u>	<u>Address</u>
Hugh Upton	400 South Atlantic Avenue Suite 101 Ormond Beach, FL 32174

**ARTICLE VIII. SUBSCRIBERS**

The name and address of each subscriber of these Articles of Incorporation are as follows:

<u>Name</u>	<u>Address</u>
B. Paul Katz	1 Florida Park Drive North, Suite 110 Palm Coast, FL 32137

**ARTICLE IX. AMENDMENT**

These Articles of Incorporation may be amended in the manner provided by law.

**ARTICLE X. REGISTERED AGENT AND OFFICE**

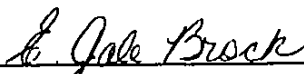
The registered agent and office for this corporation shall be B. Paul Katz, Esquire, 1 Florida Park Drive North, Suite 110, Sunrise Plaza, Palm Coast, Florida 32137, to accept service of process within this State as to this corporation.

  
\_\_\_\_\_  
B. PAUL KATZ

**STATE OF FLORIDA  
COUNTY OF FLAGLER**

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared B. PAUL KATZ, to me personally known to be the person described as subscriber in and who executed the foregoing Articles of Incorporation, and acknowledged before me that he subscribed to those Articles of Incorporation.

WITNESS my hand and official seal in the County and State named above this 14th day of March, 1997.

  
\_\_\_\_\_  
Notary Public, State of Florida at  
Large  
My commission expires:



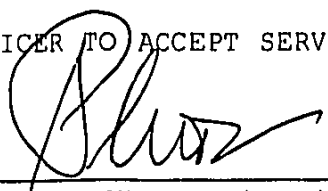
E. GALE BROCK  
MY COMMISSION # CC329573 EXPIRES  
November 11, 1997  
BONDED THRU TROY FARM INSURANCE, INC.

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING  
AGENT UPON WHOM PROCESS MAY BE SERVED

FILED  
MAR 17 PM 2:18  
TALLAHASSEE, FLORIDA  
THE  
STATE

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES,  
FOLLOWING IS SUBMITTED:

FIRST: THAT **ROYAL FLORIDIAN RESORT, INC.**, DESIRING TO  
ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH  
ITS PRINCIPAL PLACE OF BUSINESS AT 9 ANASTASIA COURT, PALM COAST,  
FLORIDA 32137, HAS NAMED B. PAUL KATZ, LOCATED AT 1 FLORIDA PARK  
DRIVE NORTH, SUITE 110, SUNRISE PLAZA, PALM COAST, FLORIDA 32137,  
AS ITS REGISTERED AGENT AND OFFICER TO ACCEPT SERVICE OF PROCESS  
WITHIN FLORIDA.

  
B. PAUL KATZ, Subscriber

DATE: March 14, 1997

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-  
STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I  
HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY  
WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND  
COMPLETE PERFORMANCE OF MY DUTIES.

  
B. PAUL KATZ  
REGISTERED AGENT

DATE: March 14, 1997