

PAID 1000031558

**CAPITAL CONNECTION, INC.**

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904) 224-0870  
Mailing Address: Post Office Box 10149, Tallahassee, FL 32302  
TOLL FREE No. 1-800-342-8062  
FAX (904) 222-1222

RE:

Resor + Management  
Concepts, Inc.

NAME \_\_\_\_\_  
FIRM \_\_\_\_\_  
ADDRESS \_\_\_\_\_

PHONE ( ) \_\_\_\_\_

Service: Top Priority \_\_\_\_\_ Regular \_\_\_\_\_  
One Day Service Two Day Service

To us via \_\_\_\_\_ Return via \_\_\_\_\_

Mailor No.: \_\_\_\_\_ Express Mail No. \_\_\_\_\_

State Fee \$ \_\_\_\_\_ Our \$ \_\_\_\_\_

C.C. FEE. DISCOUNT

☒ Capital Express™  
☐ Art. of Inc. Filing  
☐ Corp. Record Search  
☐ Ltd. Partnership Filing  
☐ Foreign Corp. Filing  
☒ ) Cert. Copy(s)

☐ Art. of Amend. Filing  
☐ Dissolution/Withdrawal  
☐ C U S-  
☐ Fictitious Name Filing

☐ Name Reservation  
☐ Annual Report/Statement  
☐ Reg. Agent Service  
☐ Document Filing

200002136112-4  
Corporate Kill -04/08/97-01022-028  
Vehicle Search \*\*\*\*122.50 \*\*\*\*122.50  
Driving Record  
Document Retrieval

☐ UCC 1 or 3 Filing  
☐ UCC 11 Search  
☐ UCC 11 Retrieval  
☐ Filing No.'s, Copies  
☐ Counter Service  
☐ Shipping/Handling  
☐ Phone ( )  
☐ Top Priority  
☐ Express Mail Prop.  
☐ FAX ( ) pgs.

FILED  
97 APR -8 AM 10:51  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

SUBTOTALS \_\_\_\_\_

FEE.....  
DISCOUNT.....  
DISCHARGE.....  
TAX on corporate supplies.....  
SUBTOTAL.....  
PREPAID.....  
BALANCE DUE.....

RECEIVED  
97 APR -8 AM 9:44  
DIVISION OF CORPORATION

REQUEST TAKEN CONFIRMED APPROVED  
DATE 4-8-97  
TIME 9:10  
BY DJZ  
ck No. \_\_\_\_\_

WALK-IN  
Will Pick Up \_\_\_\_\_

4/8

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, 10% per Annum

THANK YOU  
from  
Your Capital Connection

**ARTICLES OF INCORPORATION  
OF  
RESORT MANAGEMENT & CONCEPTS, INC.**

FILED  
97 APR -8 AM 10:51  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE I - NAME**

The name of this corporation is RESORT MANAGEMENT & CONCEPTS, INC.  
located at 1700 N. Atlantic Avenue, Cocoa Beach, Florida 32931.

**ARTICLE II - DURATION**

This corporation shall have a perpetual existence commencing upon the filing of  
these Articles of Incorporation by the Department of State.

**ARTICLE III - PURPOSE**

The nature of the business or purposes to be conducted or promoted are: To  
manufacture, design, construct, own, use, buy, sell, lease, hire and deal in and with articles  
and property of all kinds and to render services of all kinds, and to engage in any lawful act  
or activity for which corporations may be organized under the laws of the State of Florida.

**ARTICLE IV - CAPITAL STOCK**

This corporation is authorized to issue ten thousand (10,000) shares of \$0.10 par  
value common stock.

**ARTICLE V - VOTING RIGHTS**

Except as otherwise provided by law, the entire voting power for the election of  
directors, and for all other purposes, shall be vested exclusively in the holders of the  
outstanding common shares.

**ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this corporation is 410 West Merritt Avenue, Merritt Island, FL 32953, and the name of the initial registered agent of this corporation at that address is Markey & Fowler, P.A..

**ARTICLE VII - INITIAL BOARD OF DIRECTORS**

This corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the Bylaws or agreement, but shall never be less than one. The name and address of the initial director of RESORT MANAGEMENT & CONCEPTS, INC. is:

**NAME**

**ADDRESS**

Curtis Bridges

2023 N. Atlantic Avenue, #182  
Cocoa Beach, FL 32931

**ARTICLE VIII - INCORPORATOR**

The name and address of the person signing these Articles of Incorporation is:

**NAME**

**ADDRESS**

Kevin P. Markey

410 West Merritt Avenue  
Merritt Island, FL 32953

**ARTICLE IX - BYLAWS**

The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors and the Shareholders.

**ARTICLE X - APPROVAL OF SHAREHOLDERS REQUIRED FOR MERGER**

The approval of the shareholders of this corporation to any plan of merger shall be required in every case, whether or not such approval is required by law.

#### ARTICLE XI - COMPENSATION OF DIRECTORS

The shareholders of this corporation shall have the exclusive authority to fix the compensation of directors of this corporation.

#### ARTICLE XII - INDEMNIFICATION

The corporation shall, to the fullest extent permitted by Florida Statute Section 607.0850, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said section from and against any and all of the expenses, liabilities or other matters referred to in or covered by said section, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, agreement, vote of stockholders or disinterested directors or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

#### ARTICLE XIII - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

#### ARTICLE XIV - I.R.C. SECTION 1244 STOCK

It is the intent of the Incorporator to qualify the shares issued hereunder as "Section 1244 Stock" pursuant to Section 1244 of the Internal Revenue Code of 1986.

**ARTICLE XV - SUBCHAPTER "S" ELECTION**

It is the intent of the Incorporator to file the appropriate Subchapter "S" Internal Revenue Code Election (IRS Form 2553) at the Organization Meeting hereof.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 7th day of April, 1997.

  
Kevin P. Markey

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

FILED  
97 APR -8 AM 10:51  
CLERK OF STATE  
TALLAHASSEE, FLORIDA

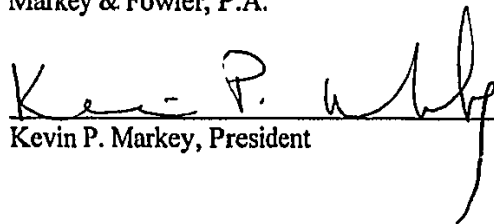
Pursuant to Chapter 48.091, Florida Statutes, the following is submitted in  
compliance with said Act:

First, that RESORT MANAGEMENT & CONCEPTS, INC., desiring to organize  
under the laws of the State of Florida, with its principal office as indicated by the Articles of  
Incorporation in the City of Cocoa Beach, County of Brevard, State of Florida, has named  
Markey & Fowler, P.A., located at 410 West Merritt Avenue, Merritt Island, FL 32953, as  
its agent to accept service of process within this State.

**ACKNOWLEDGMENT**

Having been named to accept service of process for the above stated corporation at  
the place designated in this Certificate, I hereby accept to act in this capacity and agree to  
comply with the provisions of said Act relative to keeping open said office.

Markey & Fowler, P.A.

  
Kevin P. Markey, President