

PA 7000032544

Sunbeach Resorts International, Inc  
 6109 S. Orange Blossom Trail, Suite 2  
 Orlando, FL 32809

City/State/Zip Phone #

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

ISSUE DATE  
 3-12-97

1. \_\_\_\_\_ (Corporation Name) (Document #)
2. \_\_\_\_\_ (Corporation Name) (Document #)
3. \_\_\_\_\_ (Corporation Name) (Document #)
4. \_\_\_\_\_ (Corporation Name) (Document #)

FILED  
 MAR 19 1997  
 97

- Walk in     
  Pick up time \_\_\_\_\_     
  Certified Copy  
 Mail out     
  Will wait     
  Photocopy     
  Certificate of Status

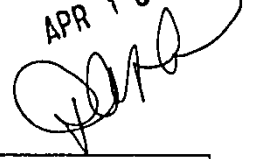
NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

700002117687--3  
 -03/19/97-01032--009  
 \*\*\*\*\*78.75 \*\*\*\*\*78.75

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

APR 10 1997  


Examiner's Initials



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

March 25, 1997

SUNBEACH RESORTS INTERNATIONAL, INC.  
6109 S. ORANGE BLOSSOM TRAIL  
SUITE 2  
ORLANDO, FL 32809

SUBJECT: SUN BEACH RESORTS INTERNATIONAL INC.  
Ref. Number: W97000006827

We have received your document for SUN BEACH RESORTS INTERNATIONAL INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

According to section 607.0202(1)(b) or 617.0202(1)(b), Florida Statutes, you must list the corporation's principal office, and if different, a mailing address in the document. If the principal address and the registered office address are the same, please indicate so in your document.

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) 487-6933.

Dana Calloway  
Document Specialist

Letter Number: 397A00014951

TRANSMITTAL LETTER

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

FILED  
97 MAR 19 PM 12:40  
TALLAHASSEE, FLORIDA

SUBJECT Sun Beach Resorts International, Inc

Enclosed an original and 1 (1) copy of the Articles of Incorporation and our money  
order for \$ 78.75 to cover the \$ 35.00 filing fee, \$ 35.00 Resident  
Agent fee and \$ 8.75 for a Certificate of Status.

From: Rajendra Joseph  
6109 S. Orande Blossom Trail, Suite 2  
Orlando, Fl., 32809

Note: Please provide the original and one(1) copy of the Articles.

ARTICLES OF INCORPORATION

OF

Sun Beach Resorts International, Inc.

FILED

97 MAR 19 PM 12:48

SECRET

1000

ARTICLE I

The name of this Corporation is Sun Beach Resorts International, Inc.

ARTICLE II  
DURATION

3-12-97

This Corporation shall have perpetual existence commencing on the date of execution and acknowledgment of these articles.

ARTICLE III  
PURPOSE

This Corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV  
CAPITAL STOCK

This Corporation is authorized to issue 1000 shares of Common Stock without PAR value which shall be designated "Common Shares" fully paid non - assessable.

ARTICLE V  
INITIAL REGISTERED OFFICE AND AGENT

Both the same

The name and address of the initial registered agent and office of this Corporation is as follows. Rajendra Joseph 6109 S Orange Blossom Trail Suite. 2

Orlando, Fl. 32809

ARTICLE VI  
INITIAL BOARD OF DIRECTORS

This Corporation shall have one director initially (The President). The number of directors may be increased by the shareholders to a maximum of four (4), President, Vice President, Secretary and Treasurer. Any other additions must be by amendment of the laws by majority of the Board of Director's, the name and address of the initial director is: Rajendra Joseph 6109 S. Orange Blossom Trail, Suite 2

Orlando, Fl 32809

**ARTICLE VII**  
**INCORPORATOR**

The name and address of the incorporator signing these articles of incorporation is.  
Rajendra Joseph 6109 S. Orange Blossom Trail, Suite 2  
Orlando FL., 32809

**ARTICLE VIII**  
**BY - LAW AMENDMENT**

The power to adopt, alter, or appeal the By-laws of this Corporation shall be vested in the board of directors and the shareholders.

**ARTICLE IX**  
**INDEMNIFICATION**

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

**ARTICLE X**  
**INFORMAL ACTION OF DIRECTORS**

If all directors severally or collectively consent in writing to action taken or to be taken by the Corporation, and the writings evidencing their consent are filed with the Secretary of the Corporation the action shall be valid as though it had been authorized at a meeting of the board of directors.

**ARTICLES XI**  
**AMENDMENT OF ARTICLES**

This Corporation reserves the right to amend or appeal any provisions contained in these articles of incorporation or any amendments herein, and any rights conferred upon the shareholders is subject to this reservation.

**ARTICLE XII**  
**PRE - EMPTIVE RIGHTS**

Each shareholder of this Corporation shall have the first right to purchase shares ( and securities convertible into shares ) of any class, kind or series of stock this Corporation may from time to time be issued ( whether or not presently authorized ) including shares he holds at the time of issue bears to the total number of shares outstanding, exclusive

of treasure shares . This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares presented within thirty (30) days of receipt of a notice in writing from the Corporation, stating the prices, terms and conditions of the issue of shares, and inviting him to exercise his pre-emptive rights. This right may also be waived by affirmative written waiver submitted by the shareholder to the Corporation within thirty ( 30 ) days of receipt notice from the Corporation .

**ARTICLE XIII**  
**MANAGMENT OF CORPORATION BY SHAREHOLDERS**

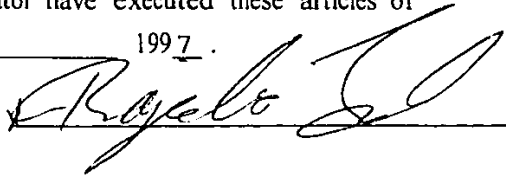
All Corporate powers shall be exercised by or under the authority of and the business and affairs of this Corporation shall be managed under the direction of the shareholders of this Corporation .

**ARTICLE XIV**  
**OFFICERS**

The officers of the Corporation after the initial meeting shall be a President, a Vice President, a Secretary and a Treasurer .

In witness whereof the undersigned incorporator have executed these articles of incorporation this 12 day of March 1997 .

State of Florida  
County of Orange



Before me, the undersigned authority, personally appeared \_\_\_\_\_ to me known to be the person who executed the foregoing articles of incorporation, and he acknowledged to and before me that he executed such instrument .

Witness my hand and seal this \_\_\_\_ day of \_\_\_\_\_ 199\_\_ .

**NOTARY PUBLIC**

97 MAR 19 PM 12:42  
FILED  
SEC. OF STATE  
TALLAHASSEE, FLORIDA

**CERTIFICATE OF DESIGNATION**  
**REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the Provisions of Sections \_\_\_\_\_ or \_\_\_\_\_, \_\_\_\_\_ 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: Sun Beach Resorts International, Inc

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

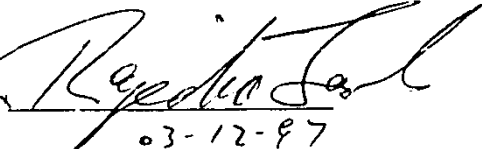
( NAME )

6109 S. Orange Blossom Trail, Suite 2  
( ADDRESS, P.O. BOX NOT ACCEPTABLE )

Orlando, Fl., 32809

( CITY / STATE / ZIP )

Having been named as registered agent and to accept service of process for the Corporation at the place designated in this certificate, I hereby accept the appointment as registered agent 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: 

Date: 03-12-97