

PA7000051082
GILES & ROBINSON, P. A.
ATTORNEYS AT LAW

390 N. ORANGE AVENUE
SUITE 800
P O BOX 2631
ORLANDO, FLORIDA 32802

TELEPHONE
(407) 425-3591
FACSIMILE
(407) 841-8171

June 6, 1997

Corporate Records Bureau
Division of Corporations
Department of State
P. O. Box 6327
Tallahassee, Florida 32314

Re: Sterling Resort Group, Inc.

000002205690--7
-06/09/97--01073--013
***122.50 ***122.50

Gentlemen:

Enclosed are the original and one copy of the Articles of Incorporation for the above-referenced corporation along with our check in the amount of \$122.50 to cover the following costs:

<u>Item</u>	<u>Amount</u>
Filing Fee	35.00
Certificate of Registered Agent	35.00
Certified Copy of Charter	<u>52.50</u>
Total	\$122.50

Upon acceptance of the charter and the filing thereof by your office, please provide me with a certified copy of same.

Sincerely,

GILES & ROBINSON, P. A.

John J. Reid

JJR/ab
enclosures

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 JUN 10 15

97 JUN 10 1997

ARTICLES OF INCORPORATION

OF

STERLING RESORT GROUP, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

97 JUN -2 PM 2: 15

The undersigned incorporator makes and files with the Department of State of the State of Florida these Articles of Incorporation for the purpose of forming a corporation for profit under the laws of the State of Florida.

ARTICLE I

Name

The name of this corporation is: Sterling Resort Group, Inc.

ARTICLE II

Principal Office/Mailing Address

The mailing address of the corporation shall be P.O. Box 848, Winter Park, Orlando, Florida 32790 until such time as the corporation notifies the Department of State of the State of Florida of any change.

ARTICLE III

Term of Existence

This corporation shall commence as of the date of the filing of these Articles with the Secretary of State and shall have perpetual existence.

ARTICLE IV

Nature of Business

This corporation may engage in any activity or business permitted under the laws of the United States and of this State.

ARTICLE V

Capital Structure

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 100,000 shares of common stock, having a par value of \$.01 per share.

ARTICLE VI

Initial Registered Agent and Registered Office

The initial registered agent of this corporation shall be John J. Reid. The street address of the initial registered office of this corporation, which is identical with the business office of the registered agent, is 390 N. Orange Avenue, Ste. 800, Orlando, Florida 32801.

ARTICLE VII
Board of Directors

There shall be a Board of Directors for this corporation which shall consist of not less than one (1). Except for the number constituting the initial Board of Directors, the number of directors shall be decided by resolution of the shareholders.

ARTICLE VIII
Initial Board of Directors

The name and street address of the member of the initial Board of Directors of this corporation, who, subject to these Articles of Incorporation and the laws of the State of Florida, shall hold office until the first annual meeting of the shareholders or until his successor is elected and qualified, or until his resignation, removal from office or death:

<u>Name</u>	<u>Address</u>
Deborah Rosen	901 N. Orlando Ave. Winter Park, FL 32789

ARTICLE IX
Incorporator

The name and street address of the incorporator is:

<u>Name</u>	<u>Address</u>
John J. Reid	3110 Carmia Drive Orlando, Florida 32806

ARTICLE X
Bylaws

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

ARTICLE XI
Indemnification

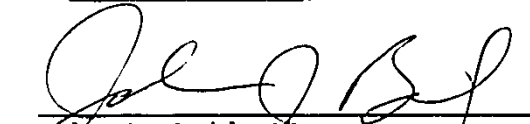
The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law, as provided by the Bylaws.

ARTICLE XII
Amendment of Articles of Incorporation

These Articles of Incorporation may be amended at any time by a resolution adopted by a majority vote of the Board of Directors at any annual or special meeting, provided at least ten (10) days' written notice is given to each director of the time and

place of the meeting and the purpose thereof. Any amendment to these Articles of Incorporation so made must be approved by a majority vote of the shareholders of the corporation.

The incorporator(s) executed these Articles of Incorporation this 2nd day of June, 1997.




John J. Reid, Incorporator

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

In compliance with Chapter 607.0501, Florida Statutes,
the following is submitted:

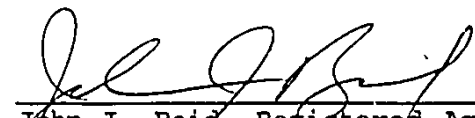
That Sterling Resort Group, Inc, desiring to organize or
qualify under the laws of the State of Florida, with its principal
place of business at City of Winter Park, State of Florida, has
named John J. Reid located at 390 N. Orange Ave., Ste. 800, City of
Orlando, State of Florida as its agent to accept service of process
within Florida.

The street address of the registered office and the
street address of the business of the registered agent are
identical.



John J. Reid, Incorporator
Dated: 6/6/97

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.



John J. Reid, Registered Agent
Dated: 6/6/97

FILED
STATE
SECRETARY OF
CORPORATIONS
JUN 10 1997