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June 17, 1997

Secretary of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32314

000002216060--0  
-06/18/97--01077--013  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Re: Stay-N-Play RV Resort Corp.  
Our File No. 5659-30-2

Dear Sir:

Enclosed herewith please find the original and one copy of the Articles of Incorporation for the above-referenced corporation, together with the Certificate Designating Registered Agent, along with my Firm check in the amount of \$70.00 to cover the cost of filing.

Please return a copy of the Articles of Incorporation and a Receipt upon filing of same.

Thank you for your assistance and continued cooperation.

Yours truly,

*Lawrence M. Hankin*  
Lawrence M. Hankin  
Legal Assistant

JUN 18

BSB

LMH\jhr  
Enclosures

STATE  
TALLAHASSEE, FLORIDA

97 JUN 18 PM 3:33

JUN 18 1997

ARTICLES OF INCORPORATION  
OF

STAY-N-PLAY RV RESORT CORP.

FILED  
97 JUN 18 PM 3:33  
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

STAY-N-PLAY RV RESORT CORP.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is Seven Thousand Five Hundred (7,500) shares of common stock, having a One & 00/100 Dollar (\$1.00) par value.

ARTICLE IV. ADDRESS

The street address of the Corporation is 1135 Gulf of Mexico Drive, Unit 402, Longboat Key, Florida 34228. The street address of the initial registered office of the corporation shall be 1135 Gulf of Mexico Drive, Unit 402, Longboat Key, Florida 34228, and the name of the initial registered agent of the corporation at that address is: NAT SEGAL.

**ARTICLE V. TERM OF EXISTENCE**

This corporation is to exist perpetually.

**ARTICLE VI. SPECIAL PROVISION**

The stock of this corporation is intended to qualify under the requirements of Section 1244 of the Internal Revenue Code and the Regulations issued thereunder. Such action as are necessary will be taken by the appropriate officers to accomplish this compliance.

**ARTICLE VII. DIRECTORS AND OFFICERS**

This corporation shall have no Directors or Officers, initially. The affairs of the corporation will be managed by the shareholders until such time as Directors are designated as provided by the By-Laws.

**ARTICLE VIII. SUBSCRIBER**

The name and street address of the subscriber to these Articles of Incorporation is:

**NAT SEGAL**

1135 Gulf of Mexico Drive, Unit 402  
Longboat Key, Florida 34228

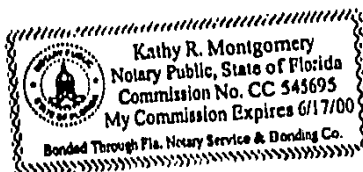
IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal on the 17<sup>th</sup> day of June, 1997.

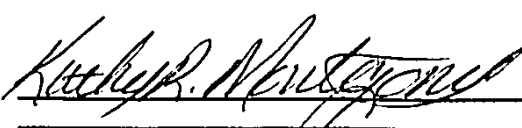
  
\_\_\_\_\_  
**NAT SEGAL**

**STATE OF FLORIDA  
COUNTY OF SARASOTA**

I HEREBY CERTIFY that the foregoing was acknowledged before me this 17<sup>th</sup> day of June, 1997, by NAT SEGAL, who is personally known to me.

(SEAL)



  
\_\_\_\_\_  
(Print, Type or Stamp Name)  
I am a Notary Public in and for  
the State of Florida and my  
commission expires \_\_\_\_\_.

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

The following is submitted in compliance with chapter 48.091,  
Florida Statutes.

STAY-N-PLAY RV RESORT CORP., a corporation organized under the  
laws of the State of Florida, with its principal office at 1135  
Gulf of Mexico Drive, Unit 402, Longboat Key, Florida 34228, has  
named NAT SEGAL, located at 1135 Gulf of Mexico Drive, Unit 402,  
Longboat Key, Florida 34228, as its registered agent at said  
initial registered office, to accept service of process within this  
State.

  
NAT SEGAL, Subscriber

Having been named to accept service of process for the above  
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.

  
NAT SEGAL, Registered Agent