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46 NORTH WASHINGTON BOULEVARD, SUITE 1

SARASOTA, FLORIDA 34236

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August 28, 1997

UPS DELIVERY

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee FL 32301

Re: ANNA MARIA VACATIONS, INC.

600002281346--7
-08/29/97--01091--005
****122.50 ****122.50

Dear Sir or Madam:

We are enclosing Articles of Incorporation for the subject corporation together with our firm check in the amount of \$122.50 to cover the following fees:

\$35.00 - Filing Fee
52.50 - One Certified Copy
35.00 - Registered Agent

Once the Articles have been filed, please return a certified copy of the Articles together with your letter of acknowledgement to me in the enclosed self-addressed, stamped envelope.

If there is a problem with the enclosed filing, please contact me.

Thank you for your assistance in this matter.

Very truly yours,

LIVINGSTON, PATTERSON
STRICKLAND & WEINER,

April A. Haley
Corporate Legal Assistant

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION OF
ANNA MARIA VACATIONS, INC.

Article I - Name

The name of this corporation is Anna Maria Vacations, Inc.

Article II - Capital Stock

This corporation is authorized to issue 10,000 shares of one-cent par value common stock.

Article III - Mailing Address and Principal Office

The mailing address and principal office of the corporation is 46 N. Washington Blvd., #1, Sarasota, Florida 34236.

Article IV - Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 46 N. Washington Blvd., #1, Sarasota, Florida, 34236 and the name of the initial registered agent of this corporation at that address is Rex A. Roten.

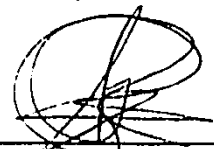
Article V - Initial Board of Directors

This corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by the bylaws. The name and address of the initial director of this corporation is Rex A. Roten, 46 N. Washington Blvd., #1, Sarasota, Florida 34236.

Article VI - Incorporator

The name and address of the person signing these Articles is Rex A. Roten, 46 N. Washington Blvd., #1, Sarasota, Florida, 34236.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 28th day of August, 1997.



REX A. ROTEN, Incorporator

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**NOTICE OF APPOINTMENT OF REGISTERED AGENT,
ACCEPTANCE, AND DESIGNATION OF CORPORATE OFFICE**

The undersigned, REX A. ROTEN, having a street address of 46 N. Washington Boulevard, #1, Sarasota, Florida 34236, having been appointed by the directors of ANNA MARIA VACATIONS, INC., as registered agent, states as follows:

1. The corporation shall maintain an office at 46 N. Washington Boulevard, # 1, Sarasota, Florida 34236, and shall notify the Department of State of any change in address of this office or the name of the registered agent at this address.
2. He accepts the appointment and consents to serve as registered agent of the corporation pursuant to Section 617.023, Florida Statutes.



REX A. ROTEN

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