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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: LOWNDES, DROSDICK, DOSTER, KANTOR & REED, P. ACCT#: 072720000036

CONTACT: KYLE L WHITE

PHONE: (407)843-4600

FAX #: (407)843-4444

NAME: ELITE RESORTS AT OTTER SPRINGS, INC.

AUDIT NUMBER.....H97000015324

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0 PAGES..... 2

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TALLAHASSEE, FLORIDA

J. Noeveau SEP 17 1997

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ARTICLES OF INCORPORATION
OF
ELITE RESORTS AT OTTER SPRINGS, INC.

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TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is ELITE RESORTS AT OTTER SPRINGS, INC.

ARTICLE II - PRINCIPAL OFFICE AND MAILING ADDRESS

The street address of the principal office shall be 25250 East Highway 316, Salt Springs, Florida 32134. The mailing address of the corporation shall be P. O. Box 5489, Salt Springs, Florida 32134.

ARTICLE III - CAPITAL STOCK

This corporation is authorized to issue ONE THOUSAND (1,000) shares of ONE CENT (\$.01) par value common stock.

ARTICLE IV - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 215 North Eola Drive, Orlando, Florida 32801, and the name of the initial registered agent of this corporation at that address is Bradford D. West, Esquire.

ARTICLE V - INITIAL BOARD OF DIRECTORS

This corporation shall have three (3) directors initially. The number of directors may be either increased or decreased from time to time as provided in the Bylaws of the corporation, but shall never be less than one (1). The names and addresses of the initial directors are as follows:

Eduard Mayer

25250 East Highway 316
Salt Springs, Florida 32134

This document was prepared by:

Bradford D. West, Esquire

Florida Bar Number: 769525
Lowndes, Drosdick, Oster, Kantor & Reed, P.A.
P. O. Box 2809
Orlando, Florida 32802-2809
14071 042 4500

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George L. MacKay

25250 East Highway 316
Salt Springs, Florida 32134

James H. Patton

25250 East Highway 316
Salt Springs, Florida 32134

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TALLAHASSEE, FLORIDA

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ARTICLE VI - INCORPORATOR

The name and address of the person signing these Articles are as follows:

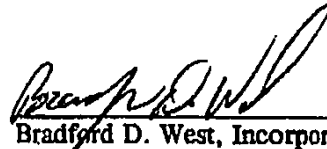
Bradford D. West

215 North Eola Drive
Orlando, Florida 32802

ARTICLE VII - INDEMNIFICATION

This corporation shall indemnify and shall advance expenses on behalf of its officers and directors to the fullest extent not prohibited by law in existence either now or hereafter.


IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 16th day of September, 1997.



Bradford D. West, Incorporator

ACCEPTANCE OF REGISTERED AGENT

The undersigned hereby accepts the designation as Registered Agent of Elite Resorts at Otter Springs, Inc.



Bradford D. West

WAIVER OF SUBSCRIPTION RIGHTS

The undersigned hereby waives any rights of subscription which may have accrued by virtue of the undersigned acting as Incorporator of Elite Resorts at Otter Springs, Inc.



Bradford D. West

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