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FILED

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OF COUNSEL
ROBERT E. DADY, P.A.

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97 NOV 10 AM 9:25

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FIELDSTONE LESTER & SHEAR
AS OF COUNSEL TO:
HANZMAN CRIDEN
GEORGE & CHAYKIN, P.A.

November 7, 1997

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*****70.00 *****70.00

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

Re: Resort Properties GP of Florida and Virginia, Inc.

Dear Sir/Madam:

Enclosed please find two (2) original Articles of Incorporation for the referenced corporation to be filed with the Secretary of State, along with a check in the amount of \$70 representing the filing fee and the registered agent fee. Also enclosed is a self-addressed, stamped envelope for your convenience in returning a copy of the filed Articles to the undersigned.

Thank you.

Sincerely,

Robert E. Dady

Robert E. Dady

RED/mtd
Encl.

Stanford/Days.Inn/Corporate.State.GP
November 7, 1997 (3:32PM)

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P. Hall
NOV 14 1997

ARTICLES OF INCORPORATION
OF
RESORT PROPERTIES GP FLORIDA AND VIRGINIA, INC.

FILED
97 NOV 10 AM 9:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the laws of the State of Florida, adopts the following Articles of Incorporation:

ARTICLE I

NAME OF CORPORATION

The name of this corporation is RESORT PROPERTIES GP FLORIDA AND VIRGINIA, INC.

ARTICLE II

DURATION AND BEGINNING OF CORPORATE EXISTENCE

The period of duration of this corporation shall exist perpetually. The corporate existence shall commence upon filing of these Articles of Incorporation.

ARTICLE III

NATURE OF BUSINESS

The general character or nature of the business to be transacted by this Corporation is:

- (a) To buy, sell and develop real estate.
- (b) To enter into, make, perform, and carry out contracts of every sort and kind which may be necessary or convenient for the business of this Corporation, or business of a similar nature, with any person, corporation, private, public or municipal body politic under the government of the United States or any state.
- (c) To acquire, by purchase, lease, manufacture, or otherwise, any personal property deemed necessary or useful in the equipment, furnishing, improvement, development or management of any property, real or personal, at any time owned, held, or occupied by the corporation, and to invest, trade, and deal in any personal property deemed beneficial to the Corporation, and to lease, rent, encumber or dispose of any personal property at any time owned or held by the Corporation.

(d) To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness, and execute such mortgages, transfers of corporate property, or other instruments to secure the payment of corporate indebtedness as required.

(e) To purchase the corporate assets of any other corporation and engage in the same or other character of business.

(f) To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock, or any bonds, securities, or other evidences of indebtedness created by any other corporation of the State of Florida or any other state or government, and while owner of such stock to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

(g) To carry on any or all of its operations and businesses, and to promote its objects within the State of Florida or elsewhere, without restriction as to place or amount; and to have, use, exercise and enjoy all of the general powers of like corporations.

(h) To engage in any and all lawful business, trades, occupations and professions.

(i) To do any and all of the things herein set forth to the same extent as natural persons might or could do, and in any part of the world as principals, agents, contractors, or otherwise, along, or in company with others, and to do and perform all such other things and acts as may be necessary, profitable, or expedient in carrying on any of the business or acts above named.

(j) To have and exercise all the powers and rights conferred by the laws of the State of Florida upon corporations of this kind, and to do each and every thing necessary, suitable or proper for the accomplishment of any of the purposes or the attainment of any one or more of the objects or powers herein enumerated, or which shall at any time appear conducive to or expedient for the protection or benefit of this Corporation; and to do any and all things hereinabove set forth, to the same extent as any natural person might or could do.

The intention is that none of the objects and powers as hereinabove set forth, except where otherwise specified in this Article, shall be anywise limited or restricted by reference to or inference from the terms of any other Articles, but that the objects and powers specified in each of the clauses in this Article shall be regarded as independent objects and powers.

ARTICLE IV

CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any time is 1,000 shares of common stock, each share having the par value of Ten Cents (\$.10).

Shares may be issued only for a consideration having a value, in the judgment of the Board of Directors, at least equivalent to the full par value of the stock to be issued. All shares issued shall be fully paid and non-assessable.

ARTICLE V

PREEMPTIVE RIGHTS

Shareholders of the Corporation shall have preemptive rights.

ARTICLE VI

ADDRESS

The initial address of the principal office of this corporation is to be One South Orange Avenue, Suite 500, Orlando, Florida 32801-2627. The Board of Directors may, from time to time, designate such other address and place for the principal office of this corporation as it may see fit.

ARTICLE VII

INITIAL BOARD OF DIRECTORS

The number of directors constituting its initial Board of Directors is three (3), whose names and addresses are:

Bruce Kaye
11111 Biscayne Blvd.
#1657
Miami, FL 33181

Philip Milton
27 Marks Road
Riverside, CT 06878

Marvin Keith
551 Riversville Road
Greenwich, CT 06830

ARTICLE VIII

INITIAL REGISTERED AGENT AND OFFICE

The address of this Corporation's initial registered office is Robert E. Dady, P.A., 200 South Biscayne Blvd., Suite 2100, Miami, Florida 33131 and the name of this Corporation's initial registered agent is:

Robert E. Dady, Esq.
200 South Biscayne Blvd.
Suite 2100
Miami, Florida 33131

ARTICLE IX

INCORPORATOR

The name and address of the incorporator is:

Robert E. Dady, Esq.
200 South Biscayne Blvd.
Suite 2100
Miami, Florida 33131

ARTICLE X

BY-LAWS

The power to adopt, alter, appeal, and repeal By-Laws of this Corporation shall be vested in the Board of Directors and the Shareholders.

ARTICLE XI

INDEMNIFICATION

This Corporation shall indemnify to the full extent permitted by law any and all incorporators, directors, officers, employees or agents, or former directors, officers, employees or agents or persons who may have served at the request of the Corporation. Said indemnification shall include, but not be limited to, the expenses, including the costs of any judgments, fines, settlements, and attorney's fees actually and necessarily paid or incurred in connection with any action, suit or proceedings, and any appeals therefrom to which any such person or his representative may be made a party, or may be threatened to be made a party, by reason of being or having been an officer, director, employee, or agent as herein provided. The foregoing right of indemnification shall not be exclusive of any rights to which any directors,

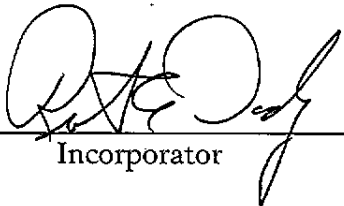
officers, employees or agents may be entitled as a matter of law or which they may be lawfully granted.

ARTICLE XII

AMENDMENT

This Corporation reserves the right to amend or appeal provisions contained in these Articles of Incorporation or any amendment thereto.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 7th day of November, 1997.



Incorporator

STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 7th day of November, 1997 by ROBERT E. DADY. He is (x) personally known to me or () has provided _____ as identification and did/did not take an oath.

Notary Public, State of Florida
Print Name: _____
My Commission Expires: _____

CERTIFICATE OF REGISTERED AGENT

FILED

Pursuant to Chapter 607.325 of the Florida Statutes, the following is submitted, in compliance with said Act:


97 NOV 10 AM 9:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

That RESORT PROPERTIES GP FLORIDA AND VIRGINIA, INC., desiring to incorporate under the laws of the State of Florida, has named ROBERT E. DADY, with an address of Robert E. Dady, P.A., 200 South Biscayne Blvd., Suite 2100, Miami, Florida 33131, as its agent to accept service of process within the State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above-state corporation, at the place designated in this Certificate, I hereby agree to act in this capacity and agree to comply with the provisions of said Act relative to keeping said office.

Dated this 7th day of November, 1997



Registered Agent

Stanford/Days.Inn/Corporate/Articles.GP
November 7, 1997 (2:30PM)