

P97000098010

TRANSMITTAL LETTER

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

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 NOV 14 AM 9:53

SUBJECT: Gold Key Resorts, Inc.

100002347391--C
-11/14/97--01062--007
****122.50 ****122.50

Enclosed is an original and one (1) copy of the articles of incorporation and a check for:

<input type="checkbox"/> \$70.00	<input type="checkbox"/> \$78.75	<input checked="" type="checkbox"/> \$122.50	<input type="checkbox"/> \$131.25
Filing Fee	Filing Fee & Certificate	Filing Fee & Certified Copy	Filing Fee, Certified Copy & Certificate

FROM: Thomas J. Davis, Jr., Attorney at Law
1401 Kimdale Street
Lehigh Acres, FL 33936

(941) 369-8555

NOTE: Please provide the original and one copy of the articles.

RP
11-18-97

ARTICLES OF INCORPORATION
OF

Gold Key Resorts, Inc.

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The undersigned incorporator, for the purpose of forming a corporation, under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be:

Gold Key Resorts, Inc.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

1616-102 W. Cape Coral Parkway #228
Cape Coral, FL 33914

ARTICLE III SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

1,000 shares of common stock with a
par value of \$1.00 per share.

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

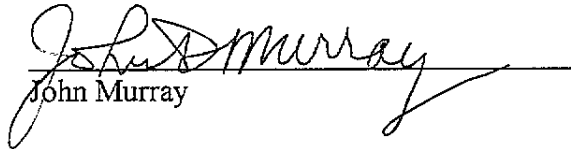
Thomas J. Davis, Jr., Attorney
1401 Kimdale Street
Lehigh Acres, FL 33936

ARTICLE V INCORPORATOR(S)

The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation is:

John Murray
1616-102 W. Cape Coral Parkway #228
Cape Coral, FL 33914

The undersigned incorporator has executed these Articles of Incorporation this
12 day of November, 1997.


John Murray

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: Gold Key Resorts, Inc.
2. The name and address of the registered agent and office is:

Thomas J. Davis, Jr., Attorney at Law
1401 Kimdale Street
Lehigh Acres, Florida 33936

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Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


Thomas J. Davis, Jr.

11/12/97
(DATE)