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Frederick Graves

& Private Counsel &

1600 NE Dixie Highway # 14-108
Jensen Beach, Florida 34957

561 / 334-4447
Fax: 334-0960

29 October 1997

Florida Secretary of State
Domestic Corporation Filings Section
Post Office Box 6327
Tallahassee, Florida 32314

000002356020--4
-11/25/97--01005--008
*****70.00 *****70.00

Attn: New Filings

Re: Fin & Feather Resorts, Inc.

Dear Secretary,

Submitted herewith for filing are the articles of incorporation and designation of resident agent for the abovenamed corporation.

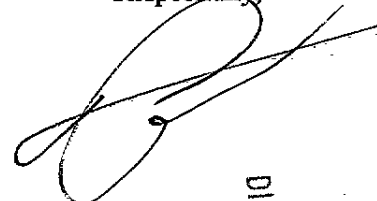
Enclosed is my client's check for \$70 to cover the filing fee. No certified copy is needed.

Please notify my office by regular mail of the date and file number of this filing.

If you require anything further, please contact me *directly* before returning any documents.

Thank you.

Respectfully,



c.c. Fin & Feather Resorts, Inc.
c/o Bryce T. Burch, Incorporator

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 NOV 25 PM 2:00

12-1-97
WS

**Articles of Incorporation
of
Fin & Feather Resorts, Inc.**

SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 NOV 25 PM 2:00

The undersigned, acting as general incorporator under statutory provisions of the Florida General Corporation Act (Chapter 607, Florida Statutes) hereby declares, adopts, ratifies, and gives notice of the following articles of incorporation:

ARTICLE I: Name and Principal Place of Business

The name of this corporation is Fin & Feather Resorts, Inc. The initial principal place of business shall be 2242 Northeast Marguerite Street, Jensen Beach, Florida 34957 (Phone 561 / 334-7042).

ARTICLE II: Commencement and Duration

This Corporation shall commence in existence upon the date last herein appearing. If filing is delayed so that more than five (5) days have elapsed from said date hereof and the filing by the Secretary of State, then in that event this Corporation shall be deemed to have commenced on that date five (5) days prior to its being filed with the Secretary. Anything to the contrary contained herein notwithstanding, it is the incorporator's intent that this Corporation commence in existence upon the date last herein appearing, being the date of actual creation. This Corporation shall exist perpetually after filing or until sooner terminated by lawful act of its shareholders and directors.

ARTICLE III: Purpose

The purpose for which this corporation is organized is to engage in any activity permitted to for-profit corporations having their principal offices in this State, particularly but not limited to the operation of low cost foreign resort operations providing food and lodgings in an atmosphere of comfort and repose where every reasonable attention has been given to the details of customer satisfaction and repeat custom. A principal focus of the corporation initially shall be to develop resort and other commercial properties and profit-making enterprises in Costa Rica.

ARTICLE IV: Authorized Shares

1. Number. The aggregate number of shares that the corporation shall have the authority to issue is 10,000 shares of capital stock with a par value of one cent (\$0.01) per share.
2. Subscription. Bryce T. Burch (2242 Northeast Marguerite Street, Jensen Beach, Florida 34957), as trustee of the Fin & Feather Trust under an agreement and declaration of trust dated the 21 day of November 1997, having given good and sufficient consideration therefor in the form of cash, has subscribed and does subscribe for the acquisition of all 10,000 shares of the new corporation at par, and reserves the right to acquire shares in increments of one or more shares at any time or from time to time.
3. Stated Capital. The sum par value of all shares of capital stock of the corporation that shall have been issued at any particular time shall be the stated capital of the corporation on the books at any such time.
4. Dividends. The holders of issued shares of capital stock shall be entitled to receive, when and as declared by the directors, annual or quarterly dividends payable either in cash, in property, or issuable shares of the corporation.
5. No Classes of Stock. The shares of this corporation shall not be divided into classes; there shall be but one class of stock in this corporation, i.e., voting common stock capital shares.
6. No Shares in Series. The corporation is not authorized to issue shares in series.

ARTICLE V: Registered Agent

The initial registered agent of the Corporation is: G. Elizabeth Cordier, whose business address at which he will accept service of process for the corporation is 3584 Northeast Sandra Drive, Jensen Beach, Florida 34957 (561/334-4357), and her acceptance of appointment is filed herewith and made a part hereof by reference.

ARTICLE VI: Number of Directors

The number of duly elected directors of this corporation shall be not less than one.

ARTICLE VII: Incorporation Director

The name and address of the person who shall serve as incorporation director is Bryce T. Burch (2242 Northeast Marguerite Street, Jensen Beach, Florida 34957), who shall serve in the capacity of temporary director until the organizational meeting, at which meeting he shall appoint a president and secretary *pro temp* who shall by his authority and at his direction issue subscribed shares of the corporation's common stock for value received, whereupon the new shareholders will elect his permanent replacement to serve and hold his office as duly elected director thereafter in accordance with Florida Law, these articles, and the by-laws of the corporation. Upon taking office, the duly elected director shall ratify all prior acts and accept the immediate resignation of the incorporation director, who shall thereafter have no further powers or obligations.

ARTICLE VIII: Incorporator

The name and address of the incorporator is: Bryce T. Burch, 2242 Northeast Marguerite Street, Jensen Beach, Florida 34957 (Phone 561 / 334-7042).

ARTICLE IX: Amendment of Articles

The shareholders shall have power to adopt, amend, or repeal these articles of incorporation when proposed and approved at a stockholders meeting.

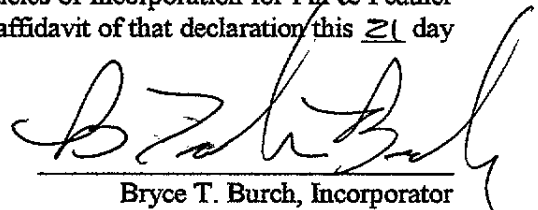
ARTICLE X: Pre-Emptive Rights

Shareholders shall have no pre-emptive rights to purchase additional shares.

ARTICLE XI: Cumulative Voting

Shareholders shall vote their shares directly; i.e., there shall be no cumulative voting of shares.

IN WITNESS WHEREOF Bryce T. Burch declares these Articles of Incorporation for Fin & Feather Resorts, Inc., hereunder giving setting his hand and giving his further affidavit of that declaration this 21 day of November 19 97.


Bryce T. Burch, Incorporator

STATE OF FLORIDA 1
COUNTY OF ST. LUCIE 1

BEFORE ME, the undersigned authority, personally appeared Bryce T. Burch, who being by me first duly sworn or affirmed and identified by Florida Drivers License as the person described hereinabove, did execute the foregoing in my presence as incorporator for Fin & Feather Resorts, Inc.

IN WITNESS WHEREOF, I have hereunto set my hand and my official seal the date last hereinabove appearing.


Notary Public, State of Florida at Large



BARBARA D MASON
My Commission 00411612
Expires Oct. 18, 1998
Bonded by NFNU
800-224-6396

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

In pursuance of Chapter 48.091 Florida Statutes, the following is submitted, in compliance with said Act:

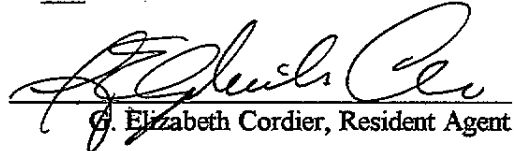
WITNESSETH that *Fin & Feather Resorts, Inc.* desiring to organize under the laws of the State of Florida has named its registered agent to accept service of process within this State and its principal office as indicated in the Articles of Incorporation as: G. Elizabeth Cordier, whose business address at which she will accept service of process for the corporation is 3584 Northeast Sandra Drive, Jensen Beach, Florida 34957 (561/334-4357), and her acceptance of appointment is filed herewith and made a part hereof by reference.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the abovenamed corporation at the place designated in this certificate, I hereby accept such appointment to act in this capacity effective the date last herein appearing and agree to comply with the provisions of said act relative to keeping open said office.

I understand and accept the obligations of registered agents as provided for in §607.325 Florida Statutes.

EXECUTED this 21 day of November 19 97.


G. Elizabeth Cordier, Resident Agent

STATE OF FLORIDA]
COUNTY OF MARTIN]

BEFORE ME personally appeared G. Elizabeth Cordier who, being by me first duly sworn or affirmed and identified by Florida Drivers License, did execute the foregoing in my presence as resident agent.

IN WITNESS WHEREOF, I have hereunto set my hand and my official seal at Jensen Beach, Florida this 21 day of November 19 97.


Notary Public, State of Florida at Large

My commission number is: OC411612
My commission expires; 10-16-98



BARBARA D MASON
My Commission OC411612
Expires Oct. 16, 1998
Bonded by NFNU
800-224-6366

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 NOV 25 PM 2:00