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LAW OFFICES OF
CONLIN & MAC MAHON, P. A. *

P.O. BOX 500097
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MARATHON, FLORIDA 33050-0097

JOHN W. CONLIN
DERMOT P. MAC MAHON

2 January 1998

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

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***122.50 ***122.50

RE: Sea Land Enterprises, Inc.

Ladies/Gentlemen:

Enclosed please find the Articles of Incorporation for Sea Land Enterprises, Inc. for filing with your office. Please endorse, certify and return the duplicate to us at your earliest convenience.

We have also enclosed our check in the amount of \$122.50 to cover the cost of filing.

Thank you for your cooperation.

Sincerely,

DERMOT P. MAC MAHON
DERMOT P. MAC MAHON

DPM:sj

Enclosure

FILED
98 JAN -5 PM 2:28
FLORIDA
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
FOR
SEA LAND ENTERPRISES, INC.

These Articles of Incorporation are signed by the incorporators for the purpose of forming a profit corporation pursuant to Chapter 607 of the Florida Statutes, known as the Florida General Corporation Act.

ARTICLE I
NAME OF CORPORATION

The name of the Corporation is SEA LAND ENTERPRISES, INC.

ARTICLE II
PURPOSES

The purpose or purposes for which the corporation is organized are as follows:

The corporation may engage in any and all aspects incidental to the management of time share condominiums or activities ancillary thereto.

The corporation may engage in any and all lawful activities, or businesses, permitted under the laws of the United States, State of Florida or any other state or country.

The corporation may lease, buy, sell, use, mortgage, improve, and otherwise deal in, and dispose of all such property, real and

personal, as may be necessary or convenient in connection with the business of the Corporation.

The corporation may enter into, make and perform contracts of any kind, with any person, firm, or corporation, municipality, state, country, or dependency thereof.

The corporation may acquire, and make payment therefor in cash or in the stock or bonds of the corporation, or by undertaking or assuming the obligations and liabilities of the transferor, or in any other way, the good will, rights and property, the whole or any part of the assets, tangible or intangible, and to undertake or assume the liabilities of any person, firm, corporation, or association, to hold or in any manner dispose of the whole or any part of the property so purchased; to conduct in any lawful manner the whole or any part of the property so purchased; to conduct in any lawful manner the whole or any part of the business so acquired and to exercise all of the powers necessary or convenient for the conduct and management thereof.

IN GENERAL, the corporation may 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, trustees, or otherwise, either alone or in company with others, and to carry on any other business in connection therewith, and to do all things not forbidden and with all the powers conferred upon corporations by the laws of the State of Florida.

It is the intention that each of the objects, purposes, and powers specified in each of the paragraphs of Article II of these Articles shall, except where otherwise specified, not be limited or restricted by reference to or in inference from the terms of any other paragraph of or any other Article in these Articles of Incorporation, but that the objects, purposes, and powers specified in this Article and in each of the articles or paragraphs of these Articles of Incorporation shall be regarded as independent objects, purposes and powers, and the enumeration of specific purposes and powers shall not be construed to restrict in any manner the general terms and powers of this corporation, nor shall the expression of one thing be deemed to exclude another, although it be of like nature.

The enumeration of purposes and powers herein shall not be deemed to exclude or in any way limit by inference any powers, objects or purposes which this corporation is empowered to exercise, whether expressly by force of the laws of the State of Florida, now or hereafter in effect, or impliedly by any reasonable construction of said law.

FINALLY, to carry on any business in connection therewith and incidental thereto not forbidden by the laws of the State of Florida, and with all the powers conferred upon corporations by the laws of the State of Florida.

ARTICLE III

CAPITAL STOCK

The total authorized capital stock is:

50,000 common shares, with par value of \$1.00

ARTICLE IV

VOTING RIGHTS OF STOCKHOLDERS

Each share of common stock shall be entitled to one vote on all matters that may properly come before the corporation. At each meeting for the election of Directors, each stockholder shall have as many votes as the number of shares of common stock owned by him, multiplied by the number of Directors to be elected at such meeting. These votes may be divided among the number of Directors to be elected by the stockholders in such proportion as the holder may desire.

ARTICLE V

DIVIDENDS

Each share of common stock shall share equally in any dividend, and any whole or partial liquidation of the corporation, voluntary or otherwise. Such dividends may be paid out of any fund legally available for such purpose.

ARTICLE VI

STOCK RESTRICTIONS

No stockholder shall sell, offer for sale, or attempt to transfer any of his stock, or mortgage, pledge, hypothecate or otherwise encumber any of his stock, nor shall the corporation be required to

transfer any stock on the books of the corporation, except to other stockholders, (unless all the stockholders shall have first consented to such transfer), unless said stockholder shall have first offered his stock, in writing, to the corporation. The Corporation shall have a period of 120 days after such offer within which to elect to acquire the stock at a price equal to the book value of the stock on the date it is offered for sale.

ARTICLE VII

REGISTERED CORPORATE OFFICE AND RESIDENT AGENT

The address of the principal office is 420 Greenview Road, Merritt Island, Florida 32952. The mailing address of the corporation is 6800 Overseas Highway, Marathon, Florida 33050.

The name of the registered agent is DERMOT P. MAC MAHON, whose address is Conlin & Mac Mahon, P.A., 63 53rd St., Ocean, Marathon, Florida 33050.

ARTICLE VIII

INCORPORATOR

The name and address of the incorporator is as follows:

EDWARD DOUGLAS MCCORMACK, 420 Greenview Road
Merritt Island, FL 32952

ARTICLE IX

STOCKHOLDERS PRIVATE PROPERTY

The private property of the stockholders shall not be subject to the payment of corporate debts to any extent whatsoever, except as otherwise provided by statute.

AMENDMENTS

ARTICLE XI

ACCEPTANCE BY REGISTERED AGENT

The undersigned, the designated resident agent for this corporation, hereby acknowledges that he is familiar with, and accepts the duties and responsibilities as registered agent for said corporation.



DERMOT P. MAC MAHON, ESQ.
63 53rd St., Ocean
Marathon, FL 33050

DATED: 2 January, 1998

FILED
98 JAN -5 PM 2:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA