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01/24/98

Department of State
Division of Corporations
P.O. Box 6327
409 E. Gaines St.
Tallahassee, Fl. 32314

RE: Florida Holiday Homes Corp.

To whom it may concern,

400002417124--7
-01/30/98--01049--001
****124.50 ****124.50

Please find enclosed articles of incorporation and registered agent letter for Florida Holiday Homes Corporation and a check in the amount of \$124.50 for the filing fee. As incorporator, please forward confirmation of incorporation to the address.

If there are any questions or concerns please do not hesitate to contact me.

Sincerely,


Stephen F. Albee Esq.

cc. Enclosure

SFA/jt

FILED
98 JAN 30 AM 7:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

QNS-2-3-98

ARTICLES OF INCORPORATION
OF
FLORIDA HOLIDAY HOMES CORPORATION

The undersigned, acting as incorporator of **FLORIDA HOLIDAY HOMES CORPORATION**, under the Florida General Corporation Act, adopts the following Articles of Incorporation.

ARTICLE 1. NAME

The name of the corporation is:

FLORIDA HOLIDAY HOMES CORPORATION

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TALLAHASSEE, FLORIDA

ARTICLE 11.

COMMENCEMENT OF EXISTENCE

The existence of the corporation will commence on the date of filing these Articles of Incorporation.

ARTICLE III. DURATION

The corporation will exist perpetually.

ARTICLE IV. STATEMENT OF PURPOSE

The general purpose or purposes for which the corporation is organized are as follows: To transact any and all lawful business for which a corporation may be incorporated under the Florida Corporation Act.

ARTICLE V. AUTHORIZED SHARES

The maximum number of shares that the corporation is authorized to have outstanding at any time is 10,000 shares of common stock having a par value of \$.01 per share. The consideration to be paid for each share shall be fixed by the Board of Directors and may be paid in whole or part in cash or other property, tangible or intangible, or in labor or services actually performed for the corporation, with a value, in the judgment of the Directors, equivalent to or greater than the full par value of the shares.

ARTICLE VI. PREEMPTIVE RIGHTS

Each holder of common stock of this corporation shall have the first right (subject to adjustments to avoid fractional shares) to purchase shares of common stock of this corporation that from time to time may be issued (whether or not presently authorized), including shares from the Treasury of the Corporation, in the ratio that the number of shares of common stock held at the time of the issue bears the total number of shares of common stock outstanding. The right is waived by any holder of common stock who does not exercise it and pay for the stock preempted within (30) days of written notice from the corporation inviting the holder to exercise the right. A holder of common stock shall not have, solely because of their holdings of common stock, a right to purchase shares of preferred stock that may be issued.

A holder of preferred stock shall not have, solely because of his/her holdings of preferred stock, a right to purchase shares of any class that may be issued by the corporation.

ARTICLE VII. INITIAL REGISTERED AGENT AND OFFICE

The street address of the initial registered office and the principal office of the corporation is 544 Eagle Pointe South, Kissimmee, Fl. 34746 and the name of the corporation's initial registered agent at that address is Carol Ann Longley.

ARTICLE VIII. INITIAL BOARD OF DIRECTORS

The corporation shall have two directors initially. The number of directors may be either increased or diminished from time to time, as provided in the bylaws, but shall never be less than one. The name and street address of the initial directors:

Malcolm Longley

544 Eagle Pointe South, Kissimmee, Fl. 34746

Carol Ann Longley

544 Eagle Pointe South, Kissimmee, Fl. 34746

ARTICLE IX. INCORPORATOR

The name and address of the incorporator is:

Stephen F. Albee Esq.

Law Offices of Albee & Freire

638 Broadway Ave. Orlando, Fl. 32803

Stephen F. Albee Esq.

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638 Broadway Ave. Orlando, Fl. 32803

The incorporator of the corporation assigns to this corporation his rights under section 607.161, Florida Statutes, to constitute a corporation, and he assigns to those persons designated by the shareholders any rights he may have as incorporator to acquire any of the capital stock of this corporation, this assignment becoming effective on the date corporate existence begins.

ARTICLE X. BYLAWS

The power to adopt, alter, amend, or repeal bylaws shall be vested in the Board of Directors and the shareholders except that the Board of Directors may not amend or repeal any by-law adopted by the shareholders if the shareholders specifically provide that the by-law is not subject to amendment or repeal by the Directors.

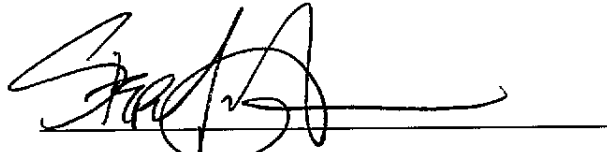
ARTICLE XI. AMENDMENTS

The corporation reserves the right to amend, alter, change or repeal any provision in these Articles of Incorporation in the manner prescribed by law, and all rights conferred on shareholders are subject to this reservation. These Articles may be amended prior to the issuance of shares of the corporation by unanimous approval or consent of the Board of Directors. Thereafter, every amendment shall be approved by the Board of Directors, proposed by them to the shareholders, and approved at a shareholders meeting

IN WITNESS HEREOF, the undersigned incorporator has executed these
Articles of Incorporation this 21st day of January 1998.

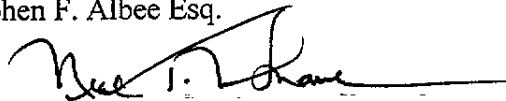
STATE OF FLORIDA

COUNTY OF ORANGE


Stephen F. Albee Esq.

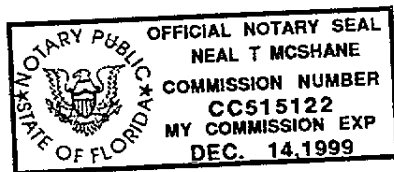
The foregoing instrument was acknowledged before me this 27th day of January
1998, by Stephen F. Albee Esq.

Notary Seal:



NOTARY PUBLIC, STATE OF FLORIDA

My Commission expires:



**Carol Ann Longley
544 Eagle Pointe South
Kissimmee, Fl. 34746**

January 27, 1998

Department of State
Division of Corporations
P.O. Box 6327
409 E. Gaines St.
Tallahassee, Fl. 32314

FILED
98 JAN 30 AM 7:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RE: Articles of Incorporation and Registered Agent Statement

As designated Registered Agent, I understand and will comply with the conditions and responsibilities of the Registered Agent under Florida Law.

Thank you,

Sincerely,


Carol Ann Longley