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D. DAVID COHEN
ATTORNEY AT LAW
JERICHO ATRIUM
SUITE 133
500 NO. BROADWAY
JERICHO, NEW YORK 11753

FILED

98 FEB 11 PM 1:01

SECRETARY OF STATE
TALLAHASSEE, FLORIDA (516) 933-1700
(516) 933-7285
FAX: (516) 933-8454

ANDREW J. BRANOWER
OF COUNSEL

February 10, 1998

Capital Connections
417 East Virginia Street
Suite 1
Tallahassee, FL 32301

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-02/11/98--01079--001
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Dear Sirs:

Enclosed please find the original and one copy of the Articles of Incorporation of Sunstone Golf Resort and Spa, Inc.. Please file the same and mail me one certified copy. My check in the amount of \$150.50 covering a rush filing, including \$28.00 for a certified copy is also enclosed. If there are any additional costs and expenses, please send them to me directly.

Very truly yours,

David Cohen cj.

Enclosures
DDC:cj

RECEIVED
98 FEB 11 PM 12:51
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

P. Hall
FEB 11 1998

ARTICLES OF INCORPORATION
OF
SUNSTONE GOLF RESORT AND SPA, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

WE, THE UNDERSIGNED, being desirous of associating ourselves together for the purposes of becoming a corporation for profit under the laws of the State of Florida, do make, subscribe and acknowledge these Articles of Incorporation, pursuant to Chapter 607 of the Florida Business Corporation Act, and other applicable provisions of the Corporation Law of the State of Florida, and acts amendatory thereof and supplemental thereto.

FIRST, The name of the corporation is:

SUNSTONE GOLF RESORT AND SPA, INC.

SECOND: The purposes of the corporation is to engage in any lawful act or activity for which corporations may be organized under the corporation laws of the State of Florida.

THIRD: The corporation shall be authorized to issue the following shares:

<u>Class</u>	<u>Number of Shares</u>	<u>Par Value</u>
COMMON	200	NO PAR VALUE

FOURTH: The address of the initial principal office of this corporation in this state is 7208 Sand Lake Road, Suite 304, Orlando, FL 32819.

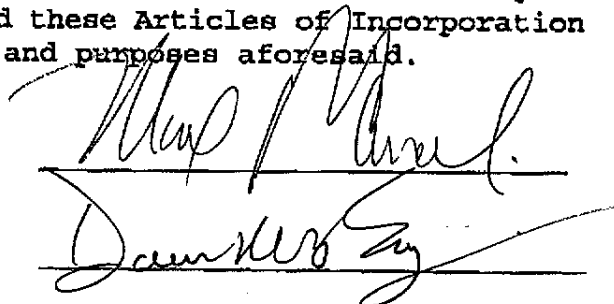
FIFTH: The name and address of the incorporators are as follows:

NAME	ADDRESSES
Daniel M. Boyar	7208 Sand Lake Road, Suite 304 Orlando, FL 32819
Max P. Cawal	7208 Sand Lake Road, Suite 304 Orlando, FL 32819

SIXTH: Any person who was or is a party or is threatened to be made a party to any proceeding, (whether or not by or in the right of the corporation) by reason of the fact that he is or was a director, officer, employee, or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, shall be entitled to be indemnified by the corporation to the full extent then permitted by law against liability incurred in connection with such proceeding, including any appeal thereof. Such right of indemnification shall incur whether or not the claim asserted is based on matters which antedate the adoption of this Article SIXTH. Such right of indemnification shall continue as to a person who has ceased to be a director, officer, employee, or agent and shall incur to the benefit of the heirs and personal representatives of such a person. The indemnification provided by this Article SIXTH shall not be deemed exclusive of any other rights which may be provided now or in the future under any provision currently in effect or hereafter adopted by the By-Laws, by any agreement, by vote of stockholders, by resolution of disinterested directors, by provision of law, or otherwise.

SEVENTH: No director of the corporation shall be personally liable to the corporation or any other person for monetary damages for breach of fiduciary duty as a director, except for liability (i) for a violation of criminal law, unless the director has reasonable cause to believe his conduct was lawful or had no reasonable cause to believe his conduct was unlawful, (ii) for any transaction from which the director directly or indirectly derived an improper personal benefit, (iii) under section 607.144 of the Florida General Corporation Act, (iv) for conscious disregard for the best interest of the corporation or willful misconduct, or (v) for recklessness or an act or omission which was committed in bad faith or with a malicious purpose or in a matter exhibiting wanton and willful disregard of human, rights, safety, or property.

IN WITNESS WHEREOF, the undersigned have this eleventh day of February, 1998 made and subscribed these Articles of Incorporation at Orlando, Florida for the uses and purposes aforesaid.



**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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 Sunstone Golf Resort & Spa, Inc.

2. The name and address of the registered agent and office is:

Elizabeth C Gonzalez
(NAME)

7208 Sandlake Rd #202
(P. O. Box or Mail Drop Box **NOT** ACCEPTABLE)

Orlando FL 32819
(CITY/STATE/ZIP)

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.

Elizabeth C Gonzalez
(SIGNATURE)

2/11/98
(DATE)