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FROM: EMPIRE CORPORATE KIT COMPANY
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NAME: JOHNSON RESORT PROPERTIES-FLORIDA 1, INC.

AUDIT NUMBER.....H98000006740

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

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FLORIDA DEPARTMENT OF STATE
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Secretary of State

April 8, 1998

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SUBJECT: JOHNSON RESORT PROPERTIES-FLORIDA 1, INC.
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ARTICLES OF INCORPORATION
OF
JOHNSON RESORT PROPERTIES - FLORIDA 1, INC.

THE UNDERSIGNED SUBSCRIBER to these Articles of Incorporation hereby forms
a corporation under the laws of the State of Florida.

ARTICLE I

The name of the corporation shall be: Johnson Resort Properties - Florida 1, Inc.

ARTICLE II

The corporation shall exist perpetually, commencing upon the filing of the Articles of
Incorporation by and with the Department of State.

ARTICLE III

The corporation shall engage in any business or purpose lawful under the laws of
Florida.

ARTICLE IV

The corporation is authorized to issue one hundred shares of stock at \$5.00 par value
which shall be designated as common stock.

ARTICLE V

The street address of the initial principal office of the corporation is Post Office Box
328, Teton Village, Wyoming 83025.

This document was prepared by:
Samuel Spencer Blum, Esquire
Suite 106
2666 Tigertail Avenue
Coconut Grove, Florida 33133
305/854-3314
Florida Bar No. 273430

- Page 1 -

Samuel Spencer Blum
ATTORNEY AT LAW

2666 TIGERTAIL AVENUE, SUITE 106, COCONUT GROVE, FLORIDA 33133 TELEPHONE: (305) 854-1885 TELEFAX: (305) 854-3314

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ARTICLE VI

The name and address of the corporation's Registered Agent is Samuel Spencer Blum, Suite 106, 2666 Tigertail Avenue, Coconut Grove, Florida 33133.

ARTICLE VII

The corporation shall have one (1) director initially. The number of directors may either be increased or decreased from time to time by amendment to the By-Laws, but shall never be less than the number shown in this Article. The name and address of the initial director of this corporation is:

Jerry O. Johnson, Post Office Box 328, Teton Village, Wyoming 83025

ARTICLE VIII

The power to adopt, alter, amend, or repeal the By-Laws shall be vested in the Board of Directors and shareholders.

ARTICLE IX

The name and address of the incorporator is:

Jerry O. Johnson, Post Office Box 328, Teton Village, Wyoming 83025

ARTICLE X

The corporation shall indemnify the officers or directors or any former officer or director to the full extent permitted by law.

ARTICLE XI

At each election for directors, every shareholder entitled to vote shall have the right to cumulate his votes by giving one candidate as many votes as the number of shares, or by distributing such votes on the same principle among any number of such candidates.

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Samuel Spencer Blum

ATTORNEY AT LAW

2666 TIGERTAIL AVENUE, SUITE 106, COCONUT GROVE, FLORIDA 33133 TELEPHONE: (305) 854-1885 TELEFAX: (305) 854-0314

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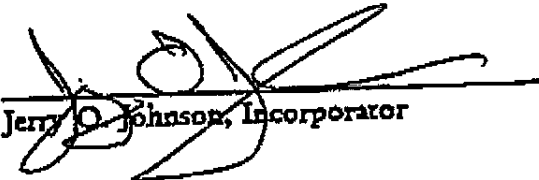
ARTICLE XII

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or amendments hereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE XIII

The members of the Board of Directors may participate in meetings of the Board of Directors by means of conference telephone as provided by law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on this 7th day of April, 1998.

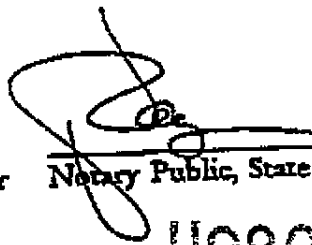

Jerry O. Johnson, Incorporator

STATE OF WYOMING)
COUNTY OF TETON : ss.

The foregoing instrument was acknowledged before me this 7th day of April, 1998, by Jerry O. Johnson, personally known to me or who has produced _____ as identification.



Print Notary's name and commission number


Notary Public, State of Wyoming

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Samuel Spencer Blum

ATTORNEY AT LAW

2556 TIDEWATER AVENUE, SUITE 105, COCONUT GROVE, FLORIDA 33003 TELEPHONE: (305) 854-1883 TELEFAX: (305) 854-3314

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**CERTIFICATE DESIGNATING PLACE OF BUSINESS OF
DOMICILE FOR THE SERVICE OF PROCESS WITHIN
FLORIDA, NAMING AGENT UPON WHICH PROCESS MAY BE SERVED**

In compliance with §48.091, Florida Statutes, the following is submitted:

First, that Johnson Resort Properties - Florida 1, Inc., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business in Teton Village, State of Wyoming, has named Samuel Spencer Blum, located at Suite 106, 2666 Tigertail Avenue, Coconut Grove, Florida 33133, as its agent to accept service of process within Florida.


Jerry O. Johnson, Incorporator

Having been named to accept service of process for the above-stated corporation at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.


Samuel Spencer Blum

SSB/ndf
April 7, 1998
jcd@citicorp.com/johnson/articles.htm

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

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Samuel Spencer Blum
ATTORNEY AT LAW

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