

P98000044520

U S Resort & Management Inc
200 S Washington Blvd Suite 8
Sarasota, Fl 34236

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-05/15/98--01078--002
*****70.00 *****70.00

City/State/Zip Phone #

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. _____
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

- Walk in Pick up time _____ Certified Copy
 Mail out Will wait Photocopy Certificate of Status

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAY 15 AM 11:03

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

bx
5/18

Examiner's Initials

ARTICLES OF INCORPORATION

SECRETARY OF STATE
DIVISION OF CORPORATIONS
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BY THESE ARTICLES OF INCORPORATION the incorporator forms a corporation for profit under Florida law.

1. **NAME** The name of this corporation is:

U.S. RESORT & MANAGEMENT, INC.

2. **ADDRESS** The corporation's principal office and mailing address is:

**200 S. WASHINGTON BLVD. SUITE 8
SARASOTA, FL 34236**

3. **TERM** This corporation shall exist perpetually.

4. **PURPOSE** The purpose of this corporation is to transact any/all lawful businesses for which corporations may be incorporated under Chapter 607 Florida Statutes.

5. **CAPITAL STOCK** This corporation is authorized to issue one thousand (1,000) shares of common stock of one (1.00) dollar per share. The stockholders may dispose of the authorized but unissued stock from time to time. No stockholder has a preemptive right to purchase unissued or treasury or securities convertible into or carrying a right to subscribe to or acquire stock.

6. **REGISTERED AGENT** The registered agent for this corporation is:

NOBORU HAYASHIZAKI

and the registered office is located at:

**200 S. WASHINGTON BLVD. SUITE 8
SARASOTA, FL 34236**

7. DIRECTORS

This corporation shall have no directors. The business of the corporation shall be managed by the stockholders.

8. INCORPORATOR

The name and street address of the incorporator is:

**NOBORU HAYASHIZAKI
200 S. WASHINGTON BLVD. SUITE 8
SARASOTA, FL 34236**

9. BYLAWS

After adoption of the initial bylaws by the stockholders, bylaws may be adopted, amended or repealed by the stockholders of this corporation.

10. STOCK RESTRICTIONS

By Agreement, stockholders and this corporation may restrict or limit the sale or transfer, or both, of stock of this corporation, restrict the right to encumber the stock and provide for the consideration to be paid for the stock after its original issuance. The bylaws shall provide for transfer on the corporate books in conformity with any agreement.

DATED ON: MAY 12, 1998


NOBORU HAYASHIZAKI

STATE OF FLORIDA
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me

on 5/12/98 by NOBORU HAYASHIZAKI



RICHARD L. COX
COMMISSION # CC580244
EXPIRES OCT 15, 2000
BONDED THROUGH
ATLANTIC BONDING CO., INC.



CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN, FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED. IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

FIRST-THAT **U.S. RESORT & MANAGEMENT, INC.** DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT: CITY OF SARASOTA, STATE OF FLORIDA, HAS NAMED **NOBORU HAYASHIZAKI** LOCATED AT **200 S. WASHINGTON BLVD. SUITE 8** CITY OF SARASOTA, STATE OF FLORIDA, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.



NOBORU HAYASHIZAKI

For: **U.S. RESORT & MANAGEMENT, INC.**

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.



NOBORU HAYASHIZAKI

FILED
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