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Attorney at Law

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

Re: HARLEY PAIUTE'S, INC.
Our File No. 98-063

Gentlemen:

Enclosed please find the Articles of Incorporation of HARLEY PAIUTE'S, INC., along with the Certificate Designating Registered Agent, for filing. I have also enclosed this firm's check in the amount of \$122.50, as and for the filing fee and a certified copy of the Articles of Incorporation.

Please send the certified copy of the said Articles and registered agent designation back to me in the enclosed stamped, self-addressed envelope.

Thank you for your consideration in this matter and if you should have any questions, please feel free to contact this office at the above number.

Very truly yours,

Patti

Patti
Secretary to Jay D. Asbury

encls.

FILED
98 MAY 15 PM 3.44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

115-18-98

ARTICLES OF INCORPORATION
OF
HARLEY PAIUTE'S, INC.

FILED
MAY 15 PM 3:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscribers, competent to contract, hereby associate themselves for the purpose of forming a corporation for profit under and by virtue of the laws of the State of Florida, and adopts the following Articles of Incorporation.

ARTICLE I - NAME

The name of the corporation shall be HARLEY PAIUTE'S, INC., and its principal place of business shall be 1269 County Road 309, HC 2, Box 455, Crescent City, FL 32112, with the privilege and right of establishing and maintaining such other place or places of business and offices and agencies elsewhere in the State of Florida, or in any State of the United States, as the corporation may hereafter desire and determine. The name and address of the initial registered agent of this corporation is JAY D. ASBURY, whose physical address is 234 N. Summit St., Crescent City, FL 32112 and whose mailing address is P. O. Box 848, Crescent City, FL 32112.

ARTICLE II - PURPOSE

The general nature of the business to be transacted by this corporation is to engage in the business of operating and maintaining a camping village and marina and any lawful acts or actions authorized by Florida law. To purchase, to receive by way of gift, subscribe for, invest in, and in all other ways to acquire import, lease, possess, maintain, handle on consignment, own, hold for investment or otherwise use, enjoy, exercise, operate, manage, conduct, perform, make, borrow, guarantee, contract in respect of, trade and deal in, sell, exchange, let, lend, export, mortgage, pledge, deed in trust, hypothecate, encumber, transfer, assign and in all other ways dispose of, design, develop, invent, improve, equip, repair, alter, fabricate, assemble, build, construct,

operate, manufacture, plant, cultivate, produce, market, and in all other ways, (whether like, or unlike any of the foregoing), deal in and with property of every kind and character, real, personal or mixed, tangible or intangible, wherever situated and however held, including, but not limited to, money, credits, securities, stocks, bonds, warrants, script, certificates, debentures, mortgages, notes, commercial paper and other obligations and evidences of interest in or indebtedness of any person, firm or corporation, foreign or domestic, or of any government or subdivision or agency thereof, documents of title, and accompanying rights, and every other kind, and character of personal property, real property (improved or unimproved), and the products and avails thereof, and every character of interest therein and appurtenance thereof, including, but not limited to mineral, oil, gas and water rights, all or any part of any going business and its incidents, franchises, subsidies, charters, concessions, grants, rights, powers or privileges, granted or conferred by any government or subdivision or agency thereof, and any interest in or part of any of the foregoing, and to exercise in respect thereof all of the rights, powers, privileges and immunities of individual owners or holders thereof.

ARTICLE III - STOCK

The total number of shares of stock which the corporation shall have authority to issue is One thousand (1000) shares, which shall be common stock with no par value per share. Initially 90 shares shall be issued to EDWARD LEROY HAYES and 10 shares to HELEN HAYES.

ARTICLE IV - CAPITAL

The amount of capital with which the corporation will begin business is \$ 1,000.00.

ARTICLE V - TERM OF EXISTENCE

This corporation shall have perpetual existence commencing on the date of this filing of these Articles with the Department of State.

ARTICLE VI - BOARD OF DIRECTORS

This corporation shall have four directors constituting the initial board of Directors. The names and addresses of the initial Board of Directors of the corporation are:

EDWARD LEROY HAYES, 600 South 301, Dillon, South Carolina 29536.

HARRY G. MOODY, JR., HC 2, Box 455, Crescent City, FL 32112.

SHARON RAYMOND, HC 2, Box 455, Crescent City, FL 32112.

HELEN HAYES, 600 South 301, Dillon, South Carolina 29536.

ARTICLE VII - OFFICERS

The business of this corporation shall be conducted by the officers of this corporation. The name of the persons who will serve as officers of this corporation are:


EDWARD LEROY HAYES	President
HARRY G. MOODY, JR.	Vice President
SHARON RAYMOND	Secretary
HELEN HAYES	Treasurer

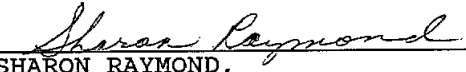
ARTICLE VIII - ARTICLES

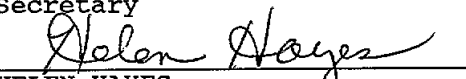
This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, by a majority vote of the Board of Directors, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, We, the undersigned subscribing Incorporators have executed these Articles of Incorporation on the 12th day of May, 1998.


EDWARD LEROY HAYES
President


HARRY G. MOODY, JR.
Vice President


SHARON RAYMOND,
Secretary


HELEN HAYES,
Treasurer

CERTIFICATE DESIGNATING REGISTERED AGENT
AND PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN FLORIDA, AND
ACCEPTANCE OF AGENT UPON WHOM PROCESS MAY BE SERVED

In compliance with sections 48.091 and 607.34, Florida Statutes, the following is submitted:

FIRST that HARLEY PAIUTE'S, INC., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 1269 County Road 309, HC 2, Box 455, Crescent City, FL 32112, has named JAY D. ASBURY, as it's agent to accept service of process within the State of Florida.

DATED: May 12, 1998.

FILED
98 MAY 15 PM 3:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Edward Leroy Hayes
EDWARD LEROY HAYES
President

Harry G. Moody, Jr.
HARRY G. MOODY, JR.
Vice President

Sharon Raymond
SHARON RAYMOND,
Secretary

Helen Hayes
HELEN HAYES,
Treasurer

Having been named to accept service of process for the named 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 performance of my duties.

Jay D. Asbury
JAY D. ASBURY