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ACCOUNT NO. : 072100000032
REFERENCE : 837877 7143874
AUTHORIZATION :
COST LIMIT : \$ PREPAID

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUN -1 PM 12:11

ORDER DATE : May 29, 1998
ORDER TIME : 8:54 AM
ORDER NO. : 837877-005
CUSTOMER NO: 7143874

CUSTOMER: Mr. William T. Preston
WILLIAM T. PRESTON, P.A.

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-06/01/98--01023--003
*****70.00 *****70.00

Post Office Box 2592
New Smyrna Beac, FL 32170-2592

DOMESTIC FILING

NAME: ROSS RESORT SERVICES &
VACATION PROPERTIES, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jeanine Reynolds

EXAMINER'S INITIALS:

RECEIVED
98 JUN -1 AM 9:48
DIVISION OF CORPORATIONS
86/1/98

Articles of Incorporation

of

ROSS RESORT SERVICES & VACATION PROPERTIES, INC.

FILED
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DIVISION OF CORPORATIONS
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The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation for profit under the laws of the State of Florida.

ARTICLE I

NAME

The name of this corporation shall be,

ROSS RESORT SERVICES & VACATION PROPERTIES, INC.

ARTICLE II

NATURE OF BUSINESS

This corporation is organized under Florida Statutes Chapter 607, Florida Business Corporation Act, for any lawful purpose or purposes as authorized under the said Florida Business Corporation Act and these Articles of Incorporation.

ARTICLE III

PRINCIPAL OFFICE AND MAILING ADDRESS

The street address of the initial principal office of this corporation is: 3844 Sandstone

Court, New Smyrna Beach, Florida; and the mailing address of this corporation is: 3844 Sandstone Court, New Smyrna Beach, FL 32169.

ARTICLE IV

CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is One Hundred (100) shares of common stock having no par value.

ARTICLE V

INITIAL REGISTERED OFFICE AND REGISTERED AGENT

A. Registered Office

The initial registered office of this professional service corporation shall be:

3844 Sandstone Court, New Smyrna Beach, Florida 32169

B. Registered Agent

The name of the initial registered agent at the above-described registered office is:

CYNTHIA A. FROST

ARTICLE VI

INCORPORATOR

The name and address of the incorporator to these Articles of Incorporation is:

Cynthia A. Frost, 3844 Sandstone Court, New Smyrna Beach, FL 32169.

ARTICLE VII

DIRECTORS AND OFFICERS

The management of business and the regulating of affairs of this corporation shall be governed by a Board of Directors to be not less than one (1) in number. The name and address of the individual who shall serve as the sole initial Director, and who shall initially hold the offices of President, Secretary and Treasurer of this professional service corporation is:

Cynthia A. Frost, 3844 Sandstone Court, New Smyrna Beach, FL 32169

ARTICLE VIII

EFFECTIVE DATE OF INCORPORATION

The existence of this corporation to be known as **ROSS RESORT SERVICES & VACATION PROPERTIES, INC.**, shall become effective immediately upon the date of filing of these Articles of Incorporation with the Florida Department of State.

ARTICLE IX

TERM OF EXISTENCE

This corporation shall have perpetual duration and succession in its corporate name.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal on this 27th day of May, 1998.

Cynthia A. Frost
CYNTHIA A. FROST, Incorporator

STATE OF FLORIDA

COUNTY OF VOLUSIA

The foregoing instrument, was executed and acknowledged before me this 27th day of May, 1998, by Cynthia A. Frost as the Incorporator of the corporation intended to be formed by the filing of these Articles of Incorporation.

Linda D. Johnson

Notary Public - State of Florida

Name of Notary Public:
Commission Number:
Commission Expiration:



Linda D. Johnson
MY COMMISSION # CC595546 EXPIRES
October 23, 2000
BONDED THRU TROY FAIN INSURANCE, INC.

Personally Known OR Produced Identification
Type of Identification Produced _____

STATE OF FLORIDA
DEPARTMENT OF STATE

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUN -1 PM 12:11

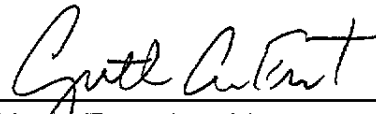
CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE PURPOSE
OF SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED AND NAMES AND ADDRESSES OF THE OFFICERS

The following is submitted in compliance with Chapter 607.0501 of the Florida Statutes:

ROSS RESORT SERVICES & VACATION PROPERTIES, INC., a corporation for profit organizing under the laws of the State of Florida, with its principal office at 3844 Sandstone Court, in the City of New Smyrna Beach, in the County of Volusia, State of Florida, has named Cynthia A. Frost, located at 3844 Sandstone Court, New Smyrna Beach, Volusia County, Florida, as its agent to accept service of process within this State.

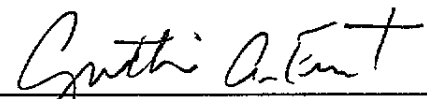
OFFICERS:

<u>Name</u>	<u>Title</u>	<u>Specific Address</u>
Cynthia A. Frost	President/Secretary/Treasurer	3844 Sandstone Court New Smyrna Beach, FL 32169

By 
Cynthia A. Frost, President

ACCEPTANCE:

I agree as Registered Agent to accept Service of Process; to keep office open during prescribed hours; to post my name (and any other officers of said Corporation authorized to accept Service of Process at the above Florida designated address) in some conspicuous place in the office as required by law.


Cynthia A. Frost, Registered Agent

DATED: May 27, 1998.