

P98000066595

Battaglia, Ross, Dicus & Wein, P.A.

Attorneys at Law

Anthony J. Battaglia
Howard P. Ross
Aubrey O. Dicus, Jr.
Stephen J. Wein
Kelli Hanley Crabb
Brian P. Battaglia
Robert E. Jagger
Edwin B. Jagger

First Union Building 980 Tyrone Boulevard
Post Office Box 41100
St. Petersburg, Florida 33743-1100
Tel: (813) 384-2300 Fax: (813) 343-4059

James C. Runyon
Randall C. Hiepe
Mark M. Will
Christian B. Anouge, II
Kenneth R. Matthews
Timothy W. Weber
William C. Harrison
Nicole E. Weiss
Joseph A. Rose

‡ Board Certified Civil Trial and Business Litigation Lawyer

Lanson & Lanson, P.A.
Counsel for Intellectual Property

July 23, 1998

Secretary of State
Division of Corporations
The Capitol
Post Office Box 6327
Tallahassee, FL 32314

400002599204--7
-07/27/98-01059-006
*****70.00 *****70.00

Re: The Renaissance on Sand Key, Inc.

Dear Madam/Sir:

Enclosed please find the original and one (1) copy of the Articles of Incorporation for the above-named corporation. In addition, a check in the amount of \$70.00 is enclosed which represents the following fee: (607.0122)

Filing Fee for Articles
and Registered Agent

\$70.00

Please file the original of the enclosed Articles of Incorporation and return a date stamped copy to the undersigned.

Very truly yours,

BATTAGLIA, ROSS, DICUS & WEIN, P.A.

Howard P. Ross

Howard P. Ross

HPR:cla
Enclosures

c:\dms\99999\0172869.wp

EFFECTIVE DATE

7-21-98

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

98 JUL 27 PM 3:16

FILED

Lakeland

Tampa

Sarasota

QN 7-29-98

**ARTICLES OF INCORPORATION
OF
THE RENAISSANCE ON SAND KEY, INC.**

FILED
98 JUL 27 PM 3:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as Incorporator of a corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation for such corporation:

EFFECTIVE DATE

7-21-98

**ARTICLE I
CORPORATE NAME**

The name of the corporation is THE RENAISSANCE ON SAND KEY, INC.

**ARTICLE II
DURATION**

The period of its duration is perpetual.

**ARTICLE III
PURPOSE**

The purpose is to engage in any activities or business permitted under the laws of the United States and the state of Florida.

**ARTICLE IV
CAPITAL STOCK**

The corporation is authorized to issue one hundred (100) shares of common stock, at \$1.00 par value per share.

**ARTICLE V
INITIAL REGISTERED OFFICE AND AGENT**

The name and street address of the corporation's initial registered agent and his office is:

Allen D. Cowan
111 Second Avenue NE, Suite 700
St. Petersburg, FL 33701

**ARTICLE VI
CORPORATE ADDRESS**

The street address of the initial principal office of the corporation is as follows:

111 Second Avenue NE, Suite 700
St. Petersburg, FL 33701

**ARTICLE VII
INITIAL BOARD OF DIRECTORS**

The corporation shall have six (6) directors initially. The number of directors may be either increased or decreased from time to time in accordance with the Bylaws of the corporation in the manner provided by law, but shall never be less than one (1).

The names and addresses of the initial directors of the corporation are:

<u>Name</u>	<u>Address</u>
ANTHONY S. BATTAGLIA	980 Tyrone Boulevard St. Petersburg, FL 33710
SAM L. CODOMO	724 Pasadena Avenue South St. Petersburg, FL 33707
DAVID B. CORMAN	403 Mountain View Drive Boulder, CO 80302
ALLEN D. COWAN	111 Second Avenue NE Suite 700 St. Petersburg, FL 33701
LAWRENCE K. GERAHIAN	111 Second Avenue NE Suite 700 St. Petersburg, FL 33701
TIMOTHY J. UNGER	Andrews & Kurth, L.L.P. 4200 Texas Commerce Tower Houston, TX 77002

ARTICLE VIII
INCORPORATOR

The name and address of the Incorporator signing these Articles of Incorporation is:

ALLEN D. COWAN
111 Second Avenue NE
Suite 700
St. Petersburg, FL 33701

ARTICLE IX
AMENDMENT OF BYLAWS

The power to adopt, alter, amend or repeal the Bylaws of the corporation shall be vested in the Board of Directors.

ARTICLE X
INDEMNIFICATION

The corporation may be empowered by resolution of the Board of Directors to indemnify any officer or director, or any former officer or director, in the manner set out and provided for in the Bylaws of the corporation, pursuant to the provisions of Section 607.0850 of the Florida Statutes, as amended.

ARTICLE XI
INFORMAL ACTION OF DIRECTORS

If a majority of the Directors severally or collectively consent in writing to any action taken or to be taken by the corporation, and the writings evidencing their consent are filed with the Secretary of the corporation as part of the corporate records, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

ARTICLE XII
AMENDMENT OF ARTICLES

The power to amend these Articles of Incorporation shall be vested in the Board of Directors.

ARTICLE XIII
TELEPHONE MEETINGS

Members of the Board of Directors or the Executive Committee shall be deemed present at a meeting if a conference telephone or similar communications equipment, by means of which all persons participating in the meeting can hear each other, is used.

ARTICLE XIV
DIRECTOR QUORUM AND VOTING

A majority of the directors shall constitute a quorum for a meeting of the directors of the corporation. If a quorum is present, the affirmative vote of a majority of the directors present or, if a director or directors have abstained from voting because of an interest in the matter to be voted upon, the affirmative vote of a majority of the directors present and voting, shall be the act of the Board of Directors.

ARTICLE XV
DIRECTOR CONFLICT OF INTEREST

A. No contract or other transaction between the corporation and one (1) or more of the directors, or between the corporation and any other corporation, firm, association or other entity, in which one (1) or more of the directors are directors or officers, or are financially interested, shall be either void or voidable for this reason alone or by reason alone that such director or directors are present at the meeting of the Board of Directors or

of a committee thereof which approves such contract or transaction, or that his or their votes are counted for such purpose:

1. If the fact of such common directorship, officership or financial interest is disclosed or known to the Board or committee, and the Board or committee approves such contract or transaction by vote sufficient for such purpose without counting the vote or votes of such interested director or directors; or

2. If such common directorship, officership or financial interest is disclosed or known to the shareholders entitled to vote thereon, and such contract or transaction is approved by vote of the shareholders; or

3. If the contract or transaction is fair and reasonable as to the corporation at the time it is approved by the Board, a committee or the shareholders.

B. Common or interested directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a committee which approves such contract or transaction.

ARTICLE XVI **INFORMAL ACTION OF SHAREHOLDERS**

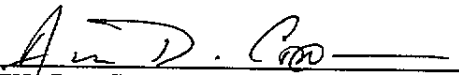
Any action of the shareholders may be taken without a meeting if consent in writing setting forth the actions so taken shall be

signed by the holders of outstanding stock having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all shares entitled to vote thereon were present and voted, and filed with the Secretary of the corporation as part of the corporate records.

**ARTICLE XVII
CORPORATE EXISTENCE**

The effective date of the corporation's existence shall begin on July 21, 1998.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation the 23rd day of July, 1998.

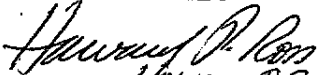


ALLEN D. COWAN, Incorporator

**STATE OF FLORIDA
COUNTY OF PINELLAS**

Before me personally appeared on this 23 day of July, 1998, ALLEN D. COWAN, who is personally known to me or has produced DRIVERS LICENSE C500-004-65-130-0 as identification, and who acknowledged to and before me that he executed the foregoing Articles of Incorporation as Incorporator.

NOTARY PUBLIC

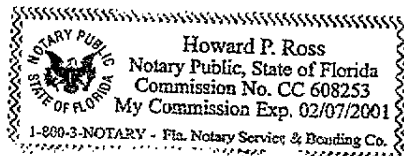

PRINT NAME: Howard P. Ross

State of Florida

(SEAL)

Commission No.:

My Commission Expires:



I HEREBY acknowledge that I am familiar with and accept the duties and responsibilities as Registered Agent for the corporation.

Allen D. Cowan
ALLEN D. COWAN

EFFECTIVE DATE

7-21-98

STATE OF FLORIDA
COUNTY OF PINELLAS

FILED
98 JUL 27 PM 3:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

BEFORE ME, the undersigned authority, personally appeared, ALLEN D. COWAN, who is personally known to me, and who acknowledged to and before me that he executed the foregoing Articles of Incorporation as Registered Agent for the corporation. *PRODUCED DRIVERS LICENSE C500-004-65-130-0*

23 IN WITNESS WHEREOF, I have hereunto set my hand and seal this day of July, 1998.

NOTARY PUBLIC

Howard P. Ross

PRINT NAME: Howard P. Ross

State of Florida

(SEAL)

Commission No.:

My Commission Expires:

c:\dms\99999\0172864.wp

