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THE UNITED STATES  
CORPORATION  
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 008615 6258A

AUTHORIZATION :

*Patricia Pajaro*

COST LIMIT : \$ 70.00

ORDER DATE : October 26, 1998

ORDER TIME : 11:38 AM

ORDER NO. : 008615-005

000002672250--4

CUSTOMER NO: 6258A

CUSTOMER: William L. Owens, Esq  
BOND SCHOENECK & KING, P.A.  
BOND SCHOENECK & KING, P.A.  
Suite 107  
1167 Third Street South  
Naples, FL 34102-7098

DOMESTIC FILING

NAME: RESORT PROPERTIES  
INTERNATIONAL REALTY, 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: Deborah Schroder

EXAMINER'S INITIALS:

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 OCT 26 PM 1:57

RECEIVED  
10/26/98  
DIVISION OF CORPORATIONS  
98 OCT 26 PM 12:12

ARTICLES OF INCORPORATION  
OF  
RESORT PROPERTIES INTERNATIONAL REALTY, INC.

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 OCT 26 PM 1:57

Article 1. Name

The name of the Corporation is

Resort Properties International Realty, Inc.

Article 2. Duration

The duration of the Corporation is perpetual.

Article 3. Purposes

The general purposes for which the Corporation is organized are the following:

A. To engage in and transact any lawful business for which corporations may be incorporated under the Florida Business Corporation Act.

B. To do such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them.

Article 4. Principal Office and Mailing Address

The principal place of business of the Corporation is at 1044 Castello Drive, Suite 104, Naples, Florida 34103. The mailing address of the Corporation is 1044 Castello Drive, Suite 104, Naples, Florida 34103.

Article 5. Initial Registered Office and Agent

The initial registered office of the Corporation is at 1044 Castello Drive, Suite 104, Naples, Florida 34103. The name of the initial registered agent at that address is Wayne R. Crosby III.

Article 6. Authorized Shares

The aggregate number of shares which the Corporation is authorized to issue is Ten Thousand (10,000) shares of common stock, all of which shall have a par value of \$1.00. Such shares of stock are as follows:

Class A - 10,000 common, voting stock, \$1.00 par value

Article 7. Initial Board of Directors

The initial board of directors shall consist of one (1) member. The name and address of the initial director of the Corporation is:

Wayne R. Crosby III	1044 Castello Drive
	Suite 104
	Naples, Florida 34103

Article 8. Incorporator

The name and address of the sole Incorporator is:

Dennis P. Cronin	1167 Third Street South
	Suite 107
	Naples, Florida 34102

Article 9. Commencement of Existence

The Corporation's existence shall commence upon the filing of these Articles of Incorporation with the Florida Secretary of State.

Article 10. Amendment

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and any right conferred upon the Shareholders is subject to this reservation.

*In Witness Whereof*, the undersigned has signed these Articles of Incorporation on this

22<sup>nd</sup> day of October, 1998.



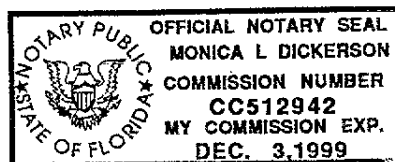
Dennis P. Cronin  
Sole Incorporator

STATE OF FLORIDA :  
COLLIER COUNTY : ss.:

The foregoing instrument was acknowledged before me this 22<sup>nd</sup> day of October, 1998, by DENNIS P. CRONIN, who is personally known to me and who acknowledged to and before me that he executed the instrument for the purposes therein expressed.

  
Notary Public


My Commission Expires:



ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the appointment as Registered Agent of Resort Properties International Realty, Inc., which is contained in the foregoing Articles of Incorporation. I am familiar with, and accept, the obligations of such a position.

DATED this 22<sup>nd</sup> day of October, 1998.

  
\_\_\_\_\_  
Wayne R. Crosby III  
Registered Agent

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98 OCT 26 PM 1:57