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A Partnership of
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PLEASE REPLY TO:

PALM BEACH OFFICE

February 12, 1999

PLANTATION PLAZA

6606 20TH STREET

VERO BEACH, FLORIDA 32966-7902

P. O. DRAWER M

VERO BEACH, FLORIDA 32961-3012

TELEPHONE (561) 567-6480

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KEITH C. AUSTIN, JR., P.A.
EUGENE W. MURPHY, JR., P.A.
GEORGE P. ORD, P.A.
FRANK T. PILOTTE, P.A.

OF COUNSEL
PHILIP H. REID, JR.

Via Federal Express

Florida Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

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-02/15/99--01092--007
****122.50 *****78.75

RE: *Resort Computer Systems, Inc.*
Our file No. 4706.001

To whom it may concern:

Please find enclosed for filing the Articles of Incorporation for Resort Computer Systems, Inc., in duplicate.

In addition you will find our check in the amount of \$122.50 to cover the filing fee, designation of Registered Agent and Certification fee.

Please file the original, stamp the copy and return it to our office using the enclosed stamped envelope.

Thank you for your assistance. If you should have any questions, please feel free to call.

Very truly yours,

Mireille M. Faris
Mireille M. Faris
Paralegal

/mmf
enc.

GAVE

AUTHORIZATION BY PHONE TO

CORRECT

DATE

DOC. EXAM

FILED
99 FEB 15 PM 1:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Principal address
2/16/99
mm

**ARTICLES OF INCORPORATION
OF
RESORT COMPUTER SYSTEMS, INC.**

FILED
FEB 15 PM 1:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of a corporation under the Florida Business Corporation Act (the "Act"), does hereby adopt the following articles of incorporation for such corporation:

1. **Name.** The name of the corporation is **RESORT COMPUTER SYSTEMS, INC.**
13125 Southfields Road
Wellington, FL 33414
2. **Duration.** The period of its duration is perpetual.
3. **Purpose.** The purpose for which the corporation is organized is the transaction of any or all lawful business for which corporations may be incorporated under the Act and the exercise of any and all powers which are or may be permitted by law, and to do any and all things hereinbefore set forth to the same extent as a natural person might or could do.
4. **Registered Office and Agent.** The post office address of its initial registered office is 340 Royal Palm Way, Suite 100, Palm Beach, FL 33480, and the name of its initial registered agent at such address is Frank T. Pilotte.
5. **Commencement of Business.** The corporation will not commence business until it has received for the issuance of its shares consideration of the value of at least One-Thousand Dollars (\$1,000.00), consisting of money, labor done or property actually received.
6. **Shares.** The aggregate number of shares which the corporation shall have authority to issue is one thousand (1,000) Common Shares of the par value of One Dollar (\$1.00) each.
7. **Pre-Emptive Rights.** No shareholder shall have any pre-emptive right to purchase shares of the corporation.
8. **Written Consent by Shareholders.** Any action which must be taken at any annual or special meeting of shareholders, or any action which may be taken at any annual or special meeting of shareholders, may be taken without a meeting, without notice and without a vote, if a consent or consents in writing, setting forth the action taken, is signed by the holder or holders of shares having not less than the minimum number of votes that would be necessary to take such action at a meeting at which the holders of all shares entitled to vote on the action were present and voted.
9. **Non-Cumulative Voting.** Cumulative voting is expressly prohibited. Directors shall be elected by majority vote of the shares represented at any meeting at which a quorum is present.

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

11. **Initial Directors.** The number of directors constituting the initial Board of Directors is one; thereafter, the number of directors of the corporation shall be fixed in accordance with the Bylaws. The name and address of the person or persons who are to serve as directors until the first annual meeting of the shareholders or until their successors are elected and qualified are:

<u>Name</u>	<u>Address</u>
Robert P. Boswell	13125 Southfields Road Wellington, FL 33414

12. **Limitation of Liability of Directors.** Directors of the corporation shall not be liable to the corporation or its shareholders for monetary damages for an act or omission in the director's capacity as a director, except that this provision shall not eliminate or limit the liability of a director for:

(1) a breach of a director's duty of loyalty to the corporation or its shareholders;

(2) an act or omission not in good faith that constitutes a breach of the director's duty to the Corporation or an act or omission that involves intentional misconduct or a knowing violation of the law;

(3) a transaction from which a director received an improper benefit, whether or not the benefit resulted from an action taken within the scope of the director's office;

(4) an act or omission for which the liability of a director is expressly provided by statute; or

(5) an act related to an unlawful stock repurchase or payment of a dividend.

13. **Incorporator.** The name and address of the incorporator is Frank T. Pilotte, 340 Royal Palm Way, Suite 100, Palm Beach, Florida 33480.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 11th day of February, 1999.



Frank T. Pilotte

CERTIFICATE OF DESIGNATION
REGISTERED OFFICE/REGISTERED AGENT

RESORT COMPUTER SYSTEMS, INC.

Pursuant to the provisions of Section 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: RESORT COMPUTER SYSTEMS, INC.
2. The name and address of the registered agent for the corporation is:

Frank T. Pilotte
340 Royal Palm Way, Suite 100
Palm Beach, Florida 33480

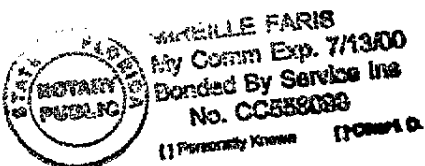
ACKNOWLEDGMENT:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.



FRANK T. PILOTTE
Registered Agent

STATE OF FLORIDA
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 14th day of February, 1999, by FRANK T. PILOTTE who is personally known to me or produced as identification.



(Notary Seal)


Signature of Notary Public
Mireille Faris
Printed Name of Notary Public

Serial Number, if any
My commission expires: 7/13/2000

FILED
99 FEB 15 PM 1:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA