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May 4, 1999

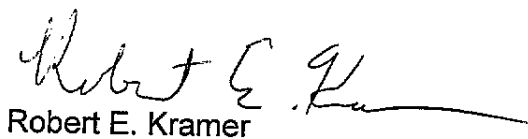
Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

RE: Sierra Beach Hotel, Inc.

Dear Secretary Of State:

Enclosed are Articles of Incorporation on the above new corporation, along with your filing fee of \$87.75. Please file the Corporation and return confirmation to me at the address. Please do not hesitate to contact me if you have any questions regarding this matter.

Very truly yours,


Robert E. Kramer

REK/jsm
Enclosures

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1999 MAY -7 AM 7:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

1999 MAY -7 AM 7: 54

ARTICLES OF INCORPORATION OF
SIERRA BEACH HOTEL, INC.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, each a natural person, competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I - NAME

The name of the corporation is SIERRA BEACH HOTEL, INC.

ARTICLE II - NATURE OF BUSINESS

The corporation may engage in any activity or business permitted by the laws of the United State of America and by the State of Florida.

ARTICLE III - CAPITAL STOCK

The maximum number of shares that this corporation is authorized to have outstanding at any time is sixty (60) shares of no par value common stock.

ARTICLE IV - TERMS OF EXISTENCE

The corporation is to exist perpetually.

ARTICLE V - ADDRESS AND REGISTERED AGENT

The initial registered office and principal address of this corporation shall be 1809 South Atlantic Avenue, Daytona Beach, Florida 32118, and the initial registered agent shall be James David Farmer, 1809 South Atlantic Avenue, Daytona Beach, Florida 32118.

ARTICLE VI - DIRECTION AND MANAGEMENT

The business of this corporation shall be managed by the stockholders of the Corporation rather than a Board of Directors.

ARTICLE VII - OFFICERS

The initial officers of this corporation are to serve until the first election under these Articles of Incorporation. Their names and residences are as follows:

<u>TITLE</u>	<u>NAME</u>	<u>ADDRESS</u>
President	James David Farmer	1809 South Atlantic Avenue Daytona Beach, FL 32118
Secretary/ Treasurer	Lisa K. Farmer	1809 South Atlantic Avenue Daytona Beach, FL 32118

ARTICLE VIII - SUBSCRIBERS

The name and street address of the subscriber to these Articles of Incorporation is as follows:

James David Farmer
1809 South Atlantic Avenue
Daytona Beach, FL 32118


ARTICLE IX - AMENDMENT

These Articles of Incorporation may be amended by matter provided by Law.


JAMES DAVID FARMER

STATE OF FLORIDA
COUNTY OF VOLUSIA

The foregoing instrument was acknowledged before me this 4th day of May, 1999, by JAMES DAVID FARMER who produced his Florida Driver's License as identification, and who did not take an oath.


NOTARY PUBLIC



ACCEPTANCE OF DESIGNATION OF REGISTERED AGENT

The undersigned does hereby accept the above designation as Registered Agent for the Corporation, SIERRA BEACH HOTEL, INC.


JAMES DAVID FARMER