LaBRECQUE & COMPANY
1202 Nebraska Ave., Palm Harbor, FL 34683
Fax 727-789-2021 **727-786-8228**
email: phcpa@webnetinc.com
USA 1-877-383-2332

P99000046282

May 12, 1999

Division of Corporation - New Filings Section
Florida Dept. of State
P.O. Box 6327
Tallahassee, FL 32314-6327

Re: Pelican Cove Resorts, Inc.

300002877543--2
-05/17/99--01117--010
****122.50 *****78.75

Gentlemen:

Enclosed are the executed Articles of Incorporation for Pelican Cove Resorts, Inc. as well as a check in the amount of $122.50 for the filing fees.

Please send a notice of the date of filing as well as the document number assigned to this business to the address shown above.

If you have any questions, please contact our office.

Very Truly Yours,
LaBrecque & Company

Edward C. LaBrecque CPA
Edward C. LaBrecque, C.P.A.

Enclosures

ECL: dpa

FILED
99 MAY 17 AM 8:39
SECRETARY OF STATE
TALLAHASSEE FLORIDA

B. BROCK MAY 2 1 1999

ARTICLES OF INCORPORATION

OF

PELICAN COVE RESORTS, INC.

The undersigned subscriber to these Articles of Incorporation hereby forms a corporation under the Florida General Corporation Act.

ARTICLE I

NAME

The name of the corporation is:

PELICAN COVE RESORTS, INC.

ARTICLE II

GENERAL PURPOSE AND DURATION

This corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act. The period of duration of this corporation is perpetual.

ARTICLE III

CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is one thousand (1,000) shares of common stock having a par value of $1.00 per share.

ARTICLE IV

ADDRESS

The initial street address of the principal office of this corporation in the state of Florida is:

125 Brightwater Drive
Clearwater, FL 33767

ARTICLES V

DIRECTORS

The business of this corporation shall be managed by Board of Directors. There shall be two (2) Directors initially. The number of Directors may be increased, after such increase, decreased from time to time by bylaws adopted by the shareholders. In no event shall the number of shareholders be less than two (2). The name and street address of the members of the Board of Directors is:

Robert W. DeStefano
125 Brightwater Drive
Clearwater, FL 33767

Donna L. DeStefano
125 Brightwater Dr.
Clearwater, FL 33767

ARTICLE VI

NON-RESIDENT DIRECTORS

Directors need not be residents of this state or shareholders unless the Articles of Incorporation or Bylaws so require.

ARTICLE VIII

INCORPORATORS

The name and address of the person signing the Articles of Incorporation as an incorporator is:

Robert W. DeStefano.
125 Brightwater Drive
Clearwater, FL 33767

ARTICLE VIII

REGISTERED AGENT

The undersigned, an individual resident of the state of Florida whose business is:

Edward C. LaBrecque
1202 Nebraska Ave.
Palm Harbor, FL 34683

does hereby state that he accepts appointment as Registered Agent for this corporation.

Edward C. LaBrecque

Edward C. LaBrecque

ARTICLE IX

BYLAWS

The power to adopt, alter, amend or repeal Bylaws shall be vested in and is hereby reserved to the shareholders. Bylaws shall be adopted, alters, amended or repealed as provided therein.

ARTICLE X

AMENDMENT OF ARTICLES

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned executed these Articles of Incorporation this 10th day of May 1999.

Robert W DeStefano

Robert W. DeStefano

State of Florida
County of Pinellas

The foregoing instrument was acknowledged before me this 10th day of May 1999, by Robert W. De Stefano who produced Drivers License as identification and who did not take an oath.

D231-779-48-466-0
FL expires 12-26-05

Betsy LaBrecque

Notary Public

BETSY LABRECQUE
MY COMMISSION # CC 509518
EXPIRES: November 13, 1999
Bonded Thru Notary Public Underwriters

(Seal)

509518

Commission Number

FILED
99 MAY 17 AM 8:39
SECRETARY OF STATE
TALLAHASSEE FLORIDA