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Wallace J.D. Weylie

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ATTORNEY • AT • LAW

350 GULF BLVD.
INDIAN ROCKS BEACH, FL 33785
(TAMPA BAY AREA)
PHONE (727) 596-9078
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May 28, 1999

Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

100002891231--8
-06/01/99--01124--005
****122.50 *****78.75

RE: Incorporation - Sea Club Rentals, Inc.

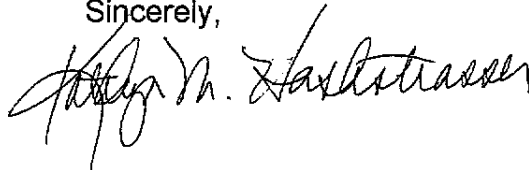
Dear Registrar:

Enclosed in duplicate are Articles of Incorporation regarding the above-named company. A preliminary search for the name indicated that there is no problem with using this name.

Also enclosed is a check in the amount of \$122.50 to cover the fees, including the furnishing of a certification to Wallace J.D. Weylie.

Thank you for your assistance.

Sincerely,



Kathryn Hoshstrasser
Legal Assistant

FILED
99 JUN -1 AM 8:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

Sea Club Rentals, Inc.

The undersigned incorporator, for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I - NAME

The name of the corporation shall be:

Sea Club Rentals, Inc.

The principal place of business of this corporation shall be:

19725 Gulf Boulevard
Indian Shores, Florida 33785

ARTICLE II - NATURE OF BUSINESS

This corporation may engage in or transact any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, country, territory, or nation.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE III - CAPITAL STOCK

The aggregate number of shares of stock and its par value that this corporation is authorized to have outstanding at any one time is:

100,000 shares at \$1.00 each

ARTICLE IV - TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE V - OFFICERS AND DIRECTORS

The name and street address of the initial officer and director, if any, who shall hold office the first year of the corporation's existence or until his successor is elected is:

Barbara Wilson
55 Isis Avenue
Bicester, Oxfordshire
United Kingdom OX6 8GR

ARTICLES VI - INCORPORATORS

The name and street address of the incorporator to these articles of incorporation is:

Barbara Wilson
55 Isis Avenue
Bicester, Oxfordshire
United Kingdom OX6 8GR

In Witness whereof, the undersigned incorporator has executed these Articles of Incorporation this 28 th day of May, 1999

Signature of Incorporator:

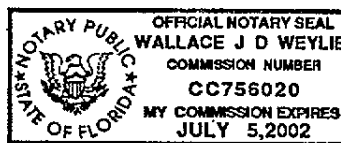
Barbara Wilson
Barbara Wilson

State of Florida

County of Pinellas

The foregoing instrument was acknowledged before me this 28 th day of May, 1999 by Barbara Wilson of Sea Club Rentals, Inc., who is personally known to me or who has produced an International driver's license as identification and who did take an oath.

Wallace J. D. Weylie
Notary Public
Commission No.:
Commission Expires:



**CERTIFICATE DESIGNATING REGISTERED AGENT AND
REGISTERED OFFICE**

Pursuant to the provisions of Section 607.325, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office and registered agent, in the State of Florida.

1. The name of the corporation is: Sea Club Rentals, Inc.
2. The name and address of the registered agent and office is:

Wallace J.D. Weylie
350 Gulf Blvd.,
Indian Rocks Beach, FL 34635

Signature: *Barbara Wilson*
Title: *Secretary*
Date: *May 28/99*

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Having been named to accept Service of Process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I accept the duties and obligations of Section 607.325 of the Florida Statutes.

Signature *Wallace J.D. Weylie*
Wallace J.D. Weylie

Date *May 28/99*