

LAW OFFICES OF

Charles D. Waller
Professional Association

ATTORNEY AT LAW

37927 LIVE OAK AVENUE
POST OFFICE BOX 1668
DADE CITY, FLORIDA 33526-1668

TELEPHONE:
(352) 567-4690
FAX: 567-1307

June 28, 1999

Division of Corporations
Secretary of State
Post Office Box 6327
The Capitol
Tallahassee, FL 32304

900002919249--0
-06/30/99--01032--001
*****78.75 *****78.75

PP9000059780

RE: TMB RESORT CONSULTING, INC.

Dear Sirs:

Enclosed is the signed original and one signed copy of the Articles of Incorporation for the above corporation. I have also enclosed a check in the amount of \$78.75 for the filing and certified copy fees.

Please process this at your earliest opportunity and return the certified copies of the Articles of Incorporation to this office.

Thank you for your assistance. If you have any questions, please do not hesitate to call me.

Very truly yours,

The Law Office of
CHARLES D. WALLER, P.A.
Attorney at Law

Charles D. Waller / caw

FILED
99 JUN 30 PM 2:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CDW/caw
Enclosures

ARTICLES OF INCORPORATION
OF
TMB RESORT CONSULTING, INC.

99 JUN 30 PM 2:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

The undersigned subscribers to these Articles of Incorporation, desiring to form a corporation under the laws of the state of Florida, does hereby accept all of the rights and privileges, benefits and obligations conferred and imposed by said laws, and does hereby adopt the following Articles of Incorporation as the Charter of the Corporation hereby organized.

ARTICLE I

NAME

The name of the Corporation shall be **TMB RESORT CONSULTING, INC.**

ARTICLE II

DURATION

The Corporation shall have perpetual existence, commencing upon the filing of these Articles of Incorporation with the Department of State, State of Florida.

ARTICLE III

PURPOSES AND POWERS

Section 1. This Corporation is organized for the purpose of engaging in

all lawful businesses permitted to a corporation organized under the Florida Business Corporation Act, as in effect from time to time.

Section 2. The Corporation shall have all the powers set forth in the Florida Business Corporation Act, as in effect from time to time, and including but not limited to the following powers:

(a) To consult, manage, invest, buy-outs of resort dues and all business associated whatsoever therewith, and to manufacture, purchase or otherwise acquire, and to own, mortgage, pledge, sell, assign, transfer or otherwise dispose of and to invest in, trade in, deal in and with goods, wares, merchandise, personal property and services of every class, kind and description; except that it is not to conduct a banking, safe deposit, trust, insurance, surety, express, railroad, canal, telephone, telegraph or cemetery company, a building and loan association, mutual fire insurance association, cooperative association, fraternal benefit society, state fair or exposition.

(b) To act as broker, agent or factor for any person, firm or corporation.

(c) To purchase, lease or otherwise acquire real and personal property and leaseholds thereof and interests therein; and to own, hold, manage, develop, improve, equip, maintain and operate, and to sell, convey, exchange, lease or otherwise alienate and dispose of and to mortgage, pledge or otherwise encumber any and all such property and any and all legal and equitable rights thereunder and interests therein.

(d) To borrow or raise money for any of the purposes of the Corporation and from time to time without limit as to amount to draw, make, accept, endorse, execute and issue promissory notes, drafts, bills of exchange, warrants, bonds, debentures and other negotiable and non-negotiable instruments and evidence of indebtedness; and to secure payment thereof and any interest therein by mortgage, pledge, creation of a security interest, conveyance or other assignment in trust, in whole or in part, of the assets of the

Corporation, real, personal or mixed, including contract rights, whether at the time owned or thereafter acquired.

(e) To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock of or any bonds, security or other evidences of indebtedness created by any other corporation of the State of Florida or any other state or government; and while owner of such stock to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

(f) To enter into, make, perform and carry out contracts and arrangements of every sort and kind which MAY be necessary or convenient for the business of the Corporation or business of a similar nature with any person, firm, corporation, association or syndicate, or any private, public or municipal body existing under the government of the United States or any state, territory, colony or dependency thereof or foreign government so far as or to the extent that the same MAY be done or performed pursuant to law.

(g) To enter into or become a partner in any agreement for sharing profits, union of interests, cooperation, joint venture or otherwise with any persons, firm or corporation now carrying on or about to carry on any business which this Corporation has the direct or incidental authority to pursue.

(h) To include in it bylaws any regulatory or restrictive provisions relating to the proposed sale, transfer or other disposition of any of its outstanding stock by any of its Shareholders or in the event of the death of any of its Shareholders. The manner and form as well as all relevant terms, conditions and details thereof shall be determined by the Shareholders of this Corporation; provided, however, that no such regulatory or restrictive provision shall affect the rights of third parties without actual knowledge thereof, unless such provision shall be noted upon the certificate evidencing the ownership of said stock.

(i) In general, to do any and all of the acts and things herein set forth to the same extent as natural persons could do and in any part of the world as principal, factor, agent, contractor, broker or otherwise, either alone or in company

with any entity or individual; to establish one or more offices, both within the State of Florida and any part or parts of the world, at which meetings of directors MAY be held and all or any part of the Corporation's business MAY be conducted; and to exercise all or any of its corporate powers and rights in the state of Florida and in any and all other states, territories, districts, dependencies, colonies or possessions in the United States of America and in any foreign countries.

(j) To do everything necessary, proper, advisable or convenient for the accomplishment of any of the purposes or the attainment of any of the objects or the furtherance of any of the powers herein set forth, and to do every other act and thing incidental thereto or connected therewith, to the extent permitted by law.

ARTICLE IV

CAPITAL STOCK AND DIVIDENDS

The amount of Capital Stock authorized shall consist of one thousand (1,000) shares of common voting stock having a par value of One and no/100 (\$1.00) Dollar per share, payable in lawful money of the United States of America or in other property, tangible or intangible, or in labor or services actually performed for the Corporation at a just valuation to be fixed by the Board of Directors or the Shareholders of this Corporation. The Capital Stock of the Corporation MAY be increased or decreased at any time as provided by the laws of Florida.

The holders of the outstanding Capital Stock shall be entitled to receive, when and as declared by the Board of Directors, dividends payable either in cash or in property solely out of the unreserved and unrestricted earned surplus of the Corporation and dividends payable in shares of the Capital stock of the Corporation

solely out of any unreserved and unrestricted surplus of the Corporation, as provided by Florida law.

ARTICLE V

SHARES NOT TO BE DIVIDED INTO CLASSES

The shares of the Capital Stock of the Corporation are not to be divided into classes.

ARTICLE VI

NO SHARES ISSUED IN SERIES

The shares of the Capital Stock of the Corporation are not to be issued in series.

ARTICLE VII

NO PRE-EMPTIVE RIGHTS

No holder of shares of the Capital stock of any class of the Corporation shall have any pre-emptive or preferential right of subscription to any shares of any class of stock of the Corporation, whether now or hereafter authorized, or to any obligations convertible into stock of the Corporation, issued or sold, nor any right of subscription to any thereof other than such, if any, as the Board of Directors in its discretion MAY determine from time to time and at such price as the Board of Directors MAY fix from time to time; and any shares of stock or convertible obligations which the

Corporation MAY determine to offer for subscription to the holders of stock MAY be offered to more than one class of stock, as the Board of Directors shall determine, in such proportions as between said classes of stock as the Board of Directors in its discretion MAY determine. As used in this paragraph, the expression "convertible obligations" shall include any notes, bonds or other evidences of indebtedness to which are attached or with which are issued warrants or other rights to purchase stock of the Corporation of any class or classes. The Board of Directors is hereby expressly authorized in its discretion in connection with the issue of any obligations or stock of the Corporation (but without intending hereby to limit its general power so to do in any other cases) to grant rights or options to purchase stock of the Corporation of any class upon such terms and during such periods as the Board of Directors shall determine and to cause such rights or options to be evidenced by such warrants or other instruments as it MAY deem advisable.

ARTICLE VIII

AFFILIATED TRANSACTIONS

The Corporation, pursuant to Section 607.0901 Florida Statutes, expressly elects not to be covered by Section 607.0901 Florida Statutes, pertaining to Affiliated Transactions.

ARTICLE IX

INDEMNIFICATION

The Corporation shall have the authority to indemnify any officer, director or employee of the Corporation or any former officer, director or employee of the Corporation in its Bylaws, pursuant to an agreement authorized by the Board of Directors, with such person, or otherwise as permitted under the Florida Business Corporation Act.

The Corporation, pursuant to Section 607.0850 Florida Statutes, exercises its right in these Articles of Incorporation to forbid court ordered indemnification of its officers, directors, employees and agents other than (i) pursuant to an express agreement between the officer, director, employee or agent and the Corporation or as provided in the Bylaws, or (ii) in situations where indemnification is mandatory under Section 607.0850 Florida statutes, or (iii) in a suit by or in the right of the Corporation where an officer or director has been adjudged liable and the Board of Directors has recommended indemnification, but owing to the restrictions of Section 607.0850 Florida Statutes is unable to authorize such indemnification. Should a court of competent jurisdiction hold that this limited restriction is ineffective or impermissible under the statute, the foregoing shall be interpreted to restrict all court ordered indemnification under Section 607.0850.

ARTICLE X

INITIAL CORPORATE ADDRESS AND INITIAL REGISTERED OFFICE AND AGENT

The initial street address of the Corporation is 38743 Otis Allen Road, Zephyrhills, Florida 33540 and the mailing address of the Corporation is 38743 Otis

Allen Road, Zephyrhills, Florida 33540. The street address of the initial registered office of this Corporation is 37927 Live Oak, Dade City, Florida 33523, and the name of the initial Registered Agent of this Corporation is CHARLES D. WALLER, 37927 Live Oak, Dade City, FL 33523.

ARTICLE XI

INITIAL BOARD OF DIRECTORS

This Corporation shall have one Director initially. The number of directors MAY be either increased or decreased from time to time by action in accordance with the provisions of the Bylaws, however, there shall never be less than one (1). The name and address of the initial Directors of this Corporation are:

PAM ELKINS BARBER
38743 Otis Allen Road
Zephyrhills, FL 33540

ARTICLE XII

INCORPORATOR

The name and address of the Incorporator of this Corporation are:

PAM ELKINS BARBER
38743 Otis Allen Road
Zephyrhills, FL 33540

ARTICLE XIII

AMENDMENT

Unless otherwise set forth herein, the Corporation reserves the right, in

accordance with the Florida Business Corporation Act, to amend, alter, modify or repeal any provision or provisions contained in these Articles of Incorporation or any amendment hereto, and any right conferred upon the Shareholders is subject to this reservation.

ARTICLE XIV

PROVISIONS FOR REGULATION OF THE INTERNAL AFFAIRS OF THE CORPORATION

For the regulation of the business and for the conduct of the affairs of the Corporation, to create, divide, limit, and regulate the powers of the Corporation, the Directors and Shareholders, provision is made as follows:

(a) General authority is hereby conferred upon the Board of Directors of the Corporation, except as the Shareholders MAY otherwise from time to time provide or direct, to fix the consideration for which the shares of stock of the Corporation shall be issued and disposed of and to provide when and how such consideration shall be paid.

(b) Meetings of the Incorporator, of the Shareholders and of the Directors of the Corporation, for all purposes, MAY be held at any place, either inside or outside the State of Florida.

(c) All corporate powers, including the sale, mortgage, hypothecation and pledge of the whole or any part of the corporate property, shall be exercised by the Board of Directors, except as otherwise expressly provided by law or otherwise provided herein.

(d) The Board of Directors shall have power from time to time to fix and determine and vary the amount of the working capital of the Corporation and direct and determine the use and disposition of any surplus or net profits over and above the capital stock paid in and in its discretion the Board of

Directors MAY use and apply any such surplus or accumulated profits in purchasing or acquiring bonds or other obligations of the Corporation or shares of its own Capital Stock to such extent, in such manner and upon such terms as the Board of Directors MAY deem expedient.

(e) The Board of Directors shall have the power of fixing the compensation by way of salaries and/or bonuses and/or pensions of the employees, the agents, the officers and Directors, all or each of them, in such sum and form and amount as MAY seem reasonable in and by their discretion.

(f) The Board of Directors MAY designate from their number an executive committee which, for the time being, in the intervals between meetings of the Board and to the extent provided by the Bylaws and authorized by law, shall exercise the powers of the Board of Directors in the management of the affairs and business of the Corporation.

(g) Any one or more or all of the Directors MAY be removed, either with or without cause, at any time by the vote of the shareholders holding a majority of the stock of the Corporation entitled to vote at any special meeting, and thereupon the term of each Director or Directors who shall have been so removed shall forthwith terminate and there shall be a vacancy or vacancies in the Board of Directors, to be filled as provided by the Bylaws.

(h) Any officers of the Corporation MAY be removed either with or without cause at any time by vote of a majority of the Board of Directors.

(i) No contract or other transaction between the Corporation and any other corporation shall be affected or invalidated by the fact that any one or more of the Directors or officers of this Corporation is or are interested in or is a director or officer or are directors or officers of such other corporation nor shall such contract or other transaction be affected by the fact that the Directors or officers of the Corporation are personally interested therein. Any Director or Directors, officer or officers, individually or jointly, MAY be a party or parties to or MAY be interested in any contract or transaction of or with this Corporation or in which this Corporation is interested and no contract, act or transaction

of this Corporation with any person or persons, firm, association or corporation shall be affected or invalidated by the fact that any Director or Directors or officer or officers of this Corporation is a party or are parties to or interested in such contract, act or transaction or in any way connected with such person or persons, firm, association or corporation. Each and every person who MAY become a Director or officer of this Corporation is hereby relieved, as far as is legally permissible, from any disability which might otherwise prevent him from contracting with the Corporation for the benefit of himself or of any firm, association or corporation in which he MAY be in any wise interested.

(j) The Bylaws of the Corporation MAY be amended or repealed and additional Bylaws added or adopted by a majority vote of the entire Board of Directors so long as the proposed action is not inconsistent with any Bylaws which MAY have been adopted at any Shareholders' meeting. The Bylaws of the Corporation MAY be amended or repealed at any Shareholders' meeting.

IN WITNESS WHEREOF, the above-named Incorporator have hereunto subscribed their names, this 28th day of JUNE, 1999.

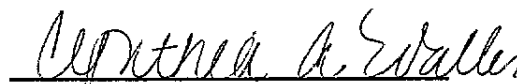

PAM ELKINS BARBER

STATE OF FLORIDA
COUNTY OF PASCO

BEFORE ME, the undersigned officer, this day personally appeared **PAM ELKINS BARBER**, to me well known and well known to me to be the person described in and who subscribed his name to the foregoing Articles of Incorporation and who acknowledged before me that he executed said Articles of Incorporation for the uses and purposes therein expressed and who produced personally known as proper identification.

WITNESS my hand and official seal at the County and State aforesaid this 28th day of JUNE, 1999.

(SEAL)

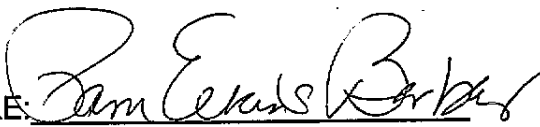

Notary Public
My commission expires:



CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

IN COMPLIANCE WITH SECTIONS 48.091 AND 607.325,
FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

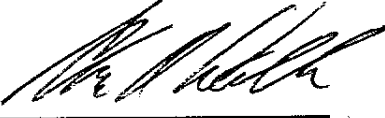
TMB RESORT CONSULTING, INC., DESIRING TO ORGANIZE OR
QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL
PLACE OF BUSINESS AT THE CITY OF DADE CITY, STATE OF FLORIDA, HAS
NAMED CHARLES D. WALLER, LOCATED AT 37927 LIVE OAK, DADE CITY,
STATE OF FLORIDA, 33523 AS ITS AGENT TO ACCEPT SERVICE OF PROCESS
WITHIN FLORIDA.

SIGNATURE: 
PAM ELKINS BARBER

TITLE: Incorporator

DATE: JUNE 28th, 1999

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. FURTHER, I
CERTIFY THAT I AM FAMILIAR WITH AND AGREE TO COMPLY WITH THE
PROVISIONS OF ALL STATUTES, INCLUDING THE DUTIES AND OBLIGATIONS
PROVIDED FOR IN SECTION 607.325, RELATIVE TO THE PROPER AND
COMPLETE PERFORMANCE OF MY DUTIES.

SIGNATURE OF
REGISTERED AGENT: 
CHARLES D. WALLER

DATE: JUNE 28, 1999

FILED
99 JUN 30 PM 2:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA