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WINDERWEEDLE, HAINES, WARD & WOODMAN, P.A.  
ATTORNEYS AT LAW

FRANK M. BEDELL  
KEVIN W. BOND  
J.P. CAROLAN, III  
JAMES EDWARD CHEEK, III  
JERE F. DANIELS, JR.  
J. JEFFREY DEERY  
W. TODD DEMETRIADES  
JOHN H. DYER, JR.  
DYKES C. EVERETT  
NANCY S. FREEMAN  
JOHN DEM. HAINES  
GREGORY L. HOLZHAUER  
ROBERT P. MAJOR

W. E. WINDERWEEDLE (1906-1979)  
WEBBER B. HAINES (1906-1995)

NATIONSBANK BUILDING  
250 SOUTH PARK AVENUE  
5TH FLOOR-ZIP 32789  
POST OFFICE BOX 880  
ZIP 32790-0880

WINTER PARK, FLORIDA

TELEPHONE (407) 423-4246  
FAX (407) 645-3728

NATIONSBANK CENTER  
390 NORTH ORANGE AVENUE  
15TH FLOOR-ZIP 32801  
POST OFFICE BOX 1391  
ZIP 32802-1391

ORLANDO, FLORIDA

TELEPHONE (407) 423-4246  
FAX (407) 423-7014

C. BRENT McCAGHREN  
MICHAEL O'DOWD  
PAULA PRATT  
WILLIAM H. ROBBINSON, JR.  
RANDOLPH J. RUSH  
ROBERT L. SIMON, JR.  
THOMAS A. SIMSER, JR.  
MARK L. VAN VALKENBURGH  
WILLIAM A. WALKER II  
HAROLD A. WARD, III  
W. GRAHAM WHITE  
VICTOR E. WOODMAN

REPLY TO:  
Orlando

November 5, 1999

**VIA FEDERAL EXPRESS**  
**AIRBILL NO. 809019849835**

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

Re: TAAJ DEVELOPMENT, INC.

Dear Sir/Madam:

Enclosed please find Articles of Incorporation of Taaj Development, Inc. to be filed with your office together with a check in the amount of \$78.75 to cover the filing fee and certified copy. Please file these Articles and forward the certified copy to my attention.

Thank you for your assistance in this matter. Should you have any questions or comments, please contact me at the above number.

Sincerely,

*Nancy Freeman*  
Nancy S. Freeman

NSF/jl  
Enclosures

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TALLAHASSEE, FLORIDA

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**ARTICLES OF INCORPORATION  
OF  
TAAJ RESORTS, INC.**

The undersigned Incorporator, being a person competent to contract, subscribes to these Articles of Incorporation to form a Corporation for profit under the laws of the State of Florida.

**ARTICLE I - Name**

The name of this corporation shall be:

TAAJ RESORTS, INC.

**ARTICLE II - Business and Activities**

This Corporation may, and is authorized to, engage in any activity or business permitted under the laws of the United States and of the State of Florida.

**ARTICLE III - Capital Stock**

The authorized capital stock of this Corporation and the maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is 10,000 shares of common stock having a par value of \$1.00 per share.

**ARTICLE IV - Term of Existence**

The effective date upon which this Corporation shall come into existence shall be the date these Articles are filed by the Secretary of State, and it shall exist perpetually thereafter unless dissolved according to law.

**ARTICLE V - Initial Corporate Office;  
Initial Registered Office and Agent**

The street address and mailing address of the initial corporate office and initial registered office of this Corporation is 8134 International Drive, Orlando, Florida 32819 and the name of the initial registered agent of this Corporation at that address is Jay R. Patel.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

## ARTICLE VI - Directors

A. The number of Directors may be either increased or diminished from time to time by the Board of Directors or the Shareholders in accordance with the By-Laws of this Corporation. In no event, however, shall the number of Directors be less than one (1).

B. Directors, as such, shall receive such compensation for their services, if any, as may be set by the Board of Directors at any annual or special meeting thereof. The Board of Directors may authorize and require the payment of reasonable expenses incurred by Directors in attending meetings of the Board of Directors.

C. Nothing in this Article shall be construed to preclude the Directors from serving the Corporation in any other capacity and receiving compensation therefor.

D. Any Director may be removed from office by the holders of a majority of the stock entitled to vote thereon at any annual or special meeting of the Shareholders of this Corporation, for any cause deemed sufficient by such Shareholders.

E. In case one or more vacancies shall occur in the Board of Directors by reason of death, resignation or otherwise, the vacancies shall be filled by the Shareholders of this Corporation at their next annual meeting or at a special meeting called for the purpose of filling such vacancies; provided, however, any vacancy may be filled by the remaining Directors until the Shareholders have acted to fill the vacancy.

## ARTICLE VII - Incorporator

The name and street address of the Incorporator signing these Articles is:

Name

Address

Jay R. Patel

8134 International Drive  
Orlando, Florida 32819

## ARTICLE VIII - Lost or Destroyed Certificates

Stock certificates to replace lost or destroyed certificates shall be issued on such basis and according to such procedures as are from time to time provided for in the By-Laws of this Corporation.

ARTICLE IX - Amendment to Articles

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the Shareholders, and approved at a Shareholders' meeting by the holders of a majority of the stock issued and entitled to be voted, unless all the Directors and all the Shareholders sign a written statement manifesting their intention that a certain amendment to these Articles of Incorporation be made.

ARTICLE X - By-Laws

The power to adopt, alter, amend or repeal By-Laws of this Corporation shall be vested in the Shareholders or the Board of Directors of this Corporation; provided, however, that any By-Laws adopted by the Directors which are inconsistent with any By-Laws adopted by the Shareholders shall be void, and the Directors may not alter, amend or repeal any By-Laws adopted by the Shareholders.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 5<sup>th</sup> day of November, 1999.

Jay R. Patel  
Jay R. Patel

STATE OF FLORIDA

COUNTY OF ORANGE

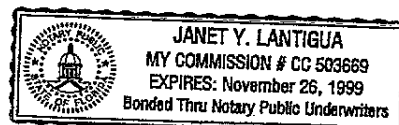
The foregoing instrument was acknowledged before me this 5 day of November, 1999 by Jay R. Patel who is personally known to me or has produced \_\_\_\_\_ as identification.

Janet Y. Lantigua  
NOTARY SIGNATURE

Janet Y. Lantigua  
NOTARY NAME PRINTED

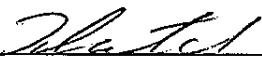
Notary Public

My Commission Expires:



ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

The undersigned hereby accepts the appointment to serve as the initial Registered Agent of  
TAAJ *Resorts* , INC.

  
\_\_\_\_\_  
Jay R. Patel

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OFFICE OF THE  
TALLAHASSEE, FLORIDA