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November 16, 1999

Corporate Records Bureau
Division of Corporations
DEPARTMENT OF STATE
409 E. Gaines Street
Tallahassee, FL 32399
FEDERAL EXPRESS

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-11/22/99--01101--005
****122.50 *****78.75

RE: FLORIDA BOAT TIMESHARE AND RENTALS, INC.

Gentlemen:

Enclosed herewith in connection with the above referenced matter, please find Articles of Incorporation and Designation of Registered Agent, to be filed with your office, together with my check payable to your order in the amount of \$122.50 to be allocated as follows:

Filing Fee	\$35.00
Certificate Designating Resident Agent	35.00
Certified Copy of Articles of Incorporation	<u>52.50</u>
	\$ 122.50

Please forward certified copy to this office, via the enclosed envelope.

Thanking you in advance for you assistance, I am,

With Kindest Regards,


Allan L. Casey, Esquire

ALC/pld
enc.

99 NOV 22 PM 6:25
FILED
SECRETARY OF STATE
TALLAHASSEE FLORIDA

D. BROWN NOV 29 1999

ARTICLES OF INCORPORATION
OF
FLORIDA BOAT TIMESHARE AND RENTALS, INC.

FILED
99 NOV 22 PM 6:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA

COUNTY OF POLK

KNOW ALL MEN BY THESE PRESENTS: that the undersigned natural person is competent to contract, for the purpose of forming a Corporation under the laws of Florida, do (does) hereby certify as follows:

ARTICLE I. NAME

The name of this Corporation is: FLORIDA BOAT TIMESHARE AND RENTALS, INC., whose Street address is, 717 SIXTH STREET, S.W., WINTER HAVEN, POLK COUNTY, FLORIDA.

ARTICLE II. NATURE OF BUSINESS

The Corporation may 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 total authorized capital stock of this Corporation shall be 100 shares of common stock at \$1.00 par value, all of said common stock fully paid and non-assessable.

ARTICLE IV. PREEMPTIVE RIGHTS

The shareholders of this Corporation shall have preemptive rights to the Corporation's common stock.

ARTICLE V. TERM OF EXISTENCE

The Corporation shall have perpetual existence, unless sooner dissolved according to law.

ARTICLE VI. ADDRESS

The principal office of this Corporation shall be at 717 SIXTH STREET, S.W., WINTER HAVEN, POLK COUNTY, FLORIDA 33880 but the Corporation shall have the power to establish branch offices and other places of business at such other places within or without the State of Florida, as may be determined and deemed expedient by the Board of Directors.

ARTICLE VII. DIRECTORS

This Corporation shall have three (3) Directors initially. The number of Directors may be increased or diminished from time to time, according to By-Laws adopted by the Stockholders, but shall never be less than one.

ARTICLE VIII. ORIGINAL DIRECTORS

The name and address of the initial member of the Board of Directors is:

RICHARD EMRY
717 SIXTH STREET, S.W.
WINTER HAVEN, FL 33880

CHARLES EMRY
717 SIXTH STREET, S.W.
WINTER HAVEN, FL 33880

GORDON THOMSON
192 CENTRE STREET
DANVERS, MA 01923

ARTICLE IX. SUBSCRIBERS

The name and address of the Subscriber to the Certificate of Incorporation of this Corporation, is:

RICHARD EMRY
717 SIXTH STREET, S.W.
WINTER HAVEN, FL 33880

IN WITNESS WHEREOF, I have hereunto set my hand and seal and file the foregoing Certificate Of Incorporation in the Office of the Secretary of State.



RICHARD EMRY

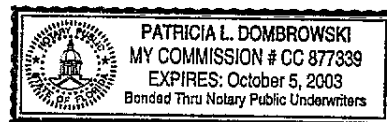
STATE OF FLORIDA

COUNTY OF POLK

BEFORE ME, the undersigned authority, this day personally appeared RICHARD EMRY, to me well known to be the person described in ~~or who produced~~ _____ (type of identification) as identification and who did (did not) take an oath and who executed the foregoing Certificate of Incorporation, and he acknowledged before me that he executed the same freely and voluntarily for the uses and purposes therein expressed.

DATED this 18th day of November, 1999.


Notary Public
State of Florida at Large




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

Pursuant To Chapter 48.901, Florida Statutes, the following is submitted, in compliance with said Act:

FIRST that FLORIDA BOAT TIMESHARE AND RENTALS, INC., desiring to organize under the laws of the State of FLORIDA, with its principle office, as indicated in the Articles of Incorporation, in the City of Winter Haven, State of Florida, has named RICHARD EMRY, located at 717 SIXTH STREET, S.W., City of WINTER HAVEN, County of POLK, State of FLORIDA, as its Agent to accept Service of Process within this State.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above stated Corporation, at the place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said act relative to keeping open said office.

BY: 
RICHARD EMRY
Registered Agent

FILED
99 NOV 22 PM 6:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA