

LAW OFFICES
VERONA LAW GROUP, P.A.

7235 FIRST AVENUE SOUTH
ST. PETERSBURG, FLORIDA 33707

POST OFFICE BOX 41750
ST. PETERSBURG, FLORIDA 33743-1750

WEBSITE: WWW.VERONALAWGROUP.COM
E-MAIL: VLG@VERONALAWGROUP.COM

JAY B. VERONA
JAMES C. McCLENDON II

TELEPHONE: (727) 347-7000
FACSIMILE: (727) 347-7997

November 23, 1999

Corporate Records Bureau
Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, FL 32301

800003055748--4
11/29/99--01138-008
*****18.75 *****78.75

Re: PMR RESORTS, INC.

Dear Sir or Madam:

Enclosed please find an original and one (1) copy of Articles of Incorporation for the above-named corporation. Please file and return a certified copy thereof to this office.

Also enclosed is our check in the amount of \$78.75 to cover the following costs:

Articles Filing Fee \$70.00

Certified Copy 8.75

TOTAL \$78.75

Thank you for your assistance in this matter. Should you require any additional documents or fees, please advise this office.

Sincerely,
VERONA LAW GROUP, P.A.



Jay B. Verona
JBV:sb
Enclosures

FILED
99 NOV 29 PM 12:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T BROWN DEC - 2 1999

FILED
99 NOV 29 PM 12:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

The undersigned, acting as Incorporators of a corporation under the Florida General Corporation Act, hereby adopt the following Articles of Incorporation for such corporation.

1. **NAME:** The name of this Corporation is **PMR RESORTS, INC.**

2. **DURATION:** The period of its duration is perpetual.

3. **PURPOSE:** The purpose is to engage in any activities or business permitted under the laws of the United States and Florida.

4. **CAPITAL SHARES:** The Corporation is authorized to issue 7500 shares, all of one class, at \$1.00 par value.

5. **PRINCIPAL OFFICE:** The initial principal office of this Corporation shall be:

7235 First Ave. So.
St. Petersburg, FL 33707

6. **INITIAL REGISTERED OFFICE AND AGENT:** The street address of this Corporation's initial registered office, and the name of its initial registered agent at that office shall be:

VERONA LAW GROUP, P.A.
7235 Central Ave., St. Petersburg, FL 33707

7. **INITIAL BOARD OF DIRECTORS:** This Corporation shall have two (2) directors initially. The number of directors may be either increased or decreased from time to time by an amendment of the By-Laws of the Corporation in the manner provided by law, but shall never be less than one (1).

The names and addresses of the initial directors of this Corporation are:

PETER RESZCZYNSKI 4700 W. Fullerton Ave.
Chicago, IL 60639

MARGARET RESZCZYNSKI 4700 W. Fullerton Ave.
Chicago, IL 60639

8. **INCORPORATORS:** The names and addresses of the initial Incorporators signing these Articles of Incorporation are:

PETER RESZCZYNSKI 4700 W. Fullerton Ave.
Chicago, IL 60639

MARGARET RESZCZYNSKI 4700 W. Fullerton Ave.
Chicago, IL 60639

9. **BY-LAW AMENDMENT:** The power to adopt, alter, amend or repeal the By-Laws of this Corporation shall be vested in the Shareholders.

10. **INDEMNIFICATION:** The Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

11. **INFORMAL ACTION OF DIRECTORS:** If all of the directors severally or collectively consent in writing to any action taken or to be taken by the Corporation, and the writings evidencing their consent are filed with the Secretary of the Corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

12. **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 conferred upon the Shareholders is subject to this reservation.

13. **PREEMPTIVE RIGHTS:** This Corporation elects to have preemptive rights. These preemptive rights shall encompass the issuance of unissued or treasury shares.

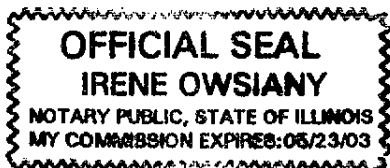
IN WITNESS WHEREOF, the undersigned Incorporators have executed these Articles of Incorporation this 18 day of November, 1999.

Peter Reszczyński
PETER RESZCZYNSKI
Incorporator

Margaret Reszczyński
MARGARET RESZCZYNSKI
Incorporator

STATE OF ILLINOIS
COUNTY OF COOK

The foregoing Articles of Incorporation were acknowledged before me this 18th day of November, 1999 by PETER RESZCZYNSKI and MARGARET RESZCZYNSKI, who are personally known to me or who have produced DRIVER LIC - R252-6606-4271 (type of identification) as identification, and did not take an oath.



Irene Owsiany
Notary Public - signature
IRENE OWSIANY
Notary's name - type or print

Commission/Serial Number

My Commission Expires:

CONSENT OF REGISTERED AGENT

HAVING BEEN NAMED as Registered Agent for PMR RESORTS, INC., at the registered office designated in the foregoing Articles of Incorporation, the undersigned accepts the designation of Registered Agent.

The undersigned hereby further states that it is familiar with, and accepts, the obligations provided for in Section 607.0501, Florida Statutes.

VERONA LAW GROUP, P.A.

By: Jay Verona
Jay B. Verona
As: President

STATE OF FLORIDA
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 23rd day of September, 1999 by Jay B. Verona, as President of VERONA LAW GROUP, P.A., a Florida corporation, on behalf of the corporation. He is personally known to me or has produced (type of identification) as identification, and did (did not) take an oath.

[Signature]
Notary Public - signature

Notary's name - type or print

Commission/Serial Number

My Commission Expires:



Sherry L. Brielmaier
My Commission CC785250
Expires October 29, 2002

FILED
99 NOV 29 PM 12:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA