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ATTORNEY AT LAW

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September 15, 1995

Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

Gentlemen:

I am enclosing my check for \$70.00 to cover the cost of filing the enclosed articles of incorporation for GREAT ESCAPE OF GAINESVILLE, INC.

Please return the copy, indicating the filing information. Thank you for your assistance.

Sincerely yours,

*Myrtice R. Waldo*  
Myrtice R. Waldo, Esq.

MRW:cc  
Encl.

FILED  
95 SEP 20 PM 4:23  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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900-29019--SEP/15/95  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

*TOP FOR  
R. WALDO*

**ARTICLES OF INCORPORATION**  
**OF**  
**GREAT ESCAPE OF GAINESVILLE, INC.**

**FILED**  
95 SEP 20 PM 4:24  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

ARTICLE I

NAME

The name of this corporation is **GREAT ESCAPE OF GAINESVILLE, INC.**

ARTICLE II

DURATION

The period of its duration is perpetual. The corporation shall commence existence on October 1, 1995.

ARTICLE III

PURPOSE

The general nature and purposes of business to be transacted, promoted, and carried on by the corporation are as follows:

- a. To engage in the general business of travel service, both domestic travel service and foreign travel service. To dispense travel information and to act as agent for all transportation companies, such as airline companies, steamship companies, railroad companies, bus companies, and any other mode of traveling or transportation companies, both local and foreign. To engage in the preparation of travel itineraries of all kinds

including hotel accommodations, sightseeing, and in general to engage in the business and all forms and types of travel service

- b. To dispense travel counseling service, sell railroad, airline, steamship, and bus transportation; to sell accommodations for hotels, resorts, sightseeing, and feature attractions throughout the United States, Canada, Mexico, Europe, as well as any other country throughout the world; to create, plan, sell, and carry through escorted vacation tours; to own, operate, lease, or otherwise acquire such real and personal property suitable, useful, or necessary in connection with any of the objects aforementioned; to enter into, make, perform, and carry out contracts of every kind in connection with the sale and distribution of the aforementioned items or services; to acquire, use, own, lease, and dispose of trademarks, copyrights, and licenses.
- c. To conduct business in, have one or more offices in, the State of Florida and in all other states and countries.
- d. To engage in any other activities or business permitted under the laws of the United States and the State of Florida.

#### ARTICLE IV

#### CAPITAL STOCK

The corporation is authorized to issue 1000 shares, all of one class, at no par value.

#### ARTICLE V

#### INITIAL REGISTERED AGENT AND PRINCIPAL OFFICE

The name and address of the initial registered agent and the principal office of this corporation are as follows:

The initial registered agent is: Barbara R. Williams. The address of the registered agent is 13125 S. W. 31 Avenue, Archer, FL 32618.

The principal office of the corporation is: Oaks Mall Plaza, 6781 Newberry Road, Gainesville, FL 32605.

ARTICLE VI  
INITIAL BOARD OF DIRECTORS

This corporation shall have two directors initially. The number of directors may be increased from time to time by an amendment of the bylaws of the corporation in the manner provided by law.

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

<u>Name</u>	<u>Address</u>
BARBARA R. WILLIAMS	13125 S. W. 31st Avenue Archer, FL 32618
JOHN MICHAEL ZIMMERMAN	Rt. 2, Box 9192 Ft. White, FL 32038

ARTICLE VII  
INCORPORATOR

The name and address of the incorporator signing these Articles of Incorporation is:

<u>Name</u>	<u>Address</u>
BARBARA R. WILLIAMS	13125 S. W. 31st Avenue Archer, FL 32618

ARTICLE VIII  
CUMULATIVE VOTING

In any election of directors by the shareholders, such shareholder of record shall have the right to cumulate his shares and to give one candidate as many votes as the number of directors to be elected multiplied by the number of shares it equals, or to distribute them on the same principal among as many candidates as he sees fit, provided however, that notice shall be given by any shareholder to the President or a Vice President of the corporation not less than twenty-four (24) hours before the time fixed for the holding of the meeting for the election of directors that he intends to cumulate his votes at such election. This right to vote cumulatively shall not be further restricted or qualified by any provision in the bylaws of the corporation.

ARTICLE IX  
PRE-EMPTIVE RIGHTS

Each shareholder of this corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in this corporation that may from time to time be issued (whether or not presently authorized), including shares from the treasury of this corporation, in the ratio that the number of shares he holds at the time of issue bears to the total number of shares outstanding, exclusive of treasury shares. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares pre-empted within thirty (30) days of receipt of a notice in writing from the corporation, stating the prices, terms and conditions of the issue of shares, and inviting him to exercise his pre-emptive rights. This right may also be waived by affirmative written waiver submitted by the shareholder to the corporation within thirty (30) days of receipt of notice from the corporation.

ARTICLE X  
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.

The power to adopt, alter, amend or repeal the Articles of Incorporation of this corporation shall be vested in the Board of Directors by a majority of votes.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 15th day of September, 1995.

Barbara R. Williams  
BARBARA R. WILLIAMS  
Incorporator

I hereby state that I am familiar with and accept the duties and responsibilities as registered agent for this corporation.

Barbara R. Williams  
BARBARA R. WILLIAMS  
Registered Agent

FILED  
95 SEP 20 PM 4: 24  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

STATE OF FLORIDA  
COUNTY OF ALACHUA

The foregoing instrument was acknowledged before me this 15th day of September, 1995, by BARBARA R. WILLIAMS, who is personally known to me or who has produced a driver's license as identification and who did/did not take an oath that he signed the foregoing instrument as incorporator.

My commission expires:

Myrtice R. Waldo  
Notary Public, State of Florida

MYRTICE R. WALDO  
Notary Public, State of Florida  
My comm exp Jan. 28, 1996  
Comm No CC176514

STATE OF FLORIDA  
COUNTY OF ALACHUA

The foregoing instrument was acknowledged before me this 15th day of September, 1995, by BARBARA R. WILLIAMS, who is personally known to me or who has produced a driver's license as identification and who did/did not take an oath that he signed the foregoing instrument as registered agent.

My commission expires:

Myrtice R. Waldo  
Notary Public, State of Florida

MYRTICE R. WALDO  
Notary Public, State of Florida  
My comm. exp Jan. 28, 1996  
Comm No CC176514