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1201 HAYS STREET
TALLAHASSEE, FL 32301-2607
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800-342-8086



ACCOUNT NO. : 072100000032

REFERENCE : 129633 4359488

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : October 23, 1996

ORDER TIME : 10:29 AM

ORDER NO. : 129633-005

CUSTOMER NO: 4359488

CUSTOMER: Ms. Karen Kiesow
SMITH WILLIAMS & HUMPHRIES

201 East Pine, Suite 701

Orlando, FL 32801

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DOMESTIC FILING

NAME: THE FLORIDA GUEST SERVICE
ASSOCIATION, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: W. Charles Earnest

EXAMINER'S INITIALS:

W-22616
R 10.23

FILED
96 OCT 23 PM 1:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
96 OCT 23 AM 11:28
DIVISION OF CORPORATION



RESUBMIT

Please give original
submission date as file date.

FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

October 23, 1996

CSC NETWORKS
1201 HAYS STREET
TALLAHASSEE, FL 32301-2607

SUBJECT: THE FLORIDA GUEST SERVICE ASSOCIATION, INC.
Ref. Number: W96000022616

We have received your document for THE FLORIDA GUEST SERVICE ASSOCIATION, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

According to section 607.0202(1)(b) or 617.0202(1)(b), Florida Statutes, you must list the corporation's principal office, and if different, a mailing address in the document. If the principal address and the registered office address are the same, please indicate so in your document.

Section 617.0202(d), Florida Statutes, requires the manner in which directors are elected or appointed be contained in the articles of incorporation. A statement making reference to the bylaws is acceptable.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6932.

Kimberly Rolfe
Document Specialist

Letter Number: 796A00049023

FILED

ARTICLES OF INCORPORATION
OF
THE FLORIDA GUEST SERVICE ASSOCIATION, INC.

96 OCT 23 PM 1:34

TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of this corporation pursuant to Chapter 617 of the Florida Statutes, hereby forms a corporation not for pecuniary profit under the laws of the State of Florida and adopts the following Articles of Incorporation for such corporation.

ARTICLE I - NAME OF CORPORATION

The name of this corporation is The Florida Guest Service Association, Inc. with its principal address at 4834 W. Irlo Bronson Memorial Highway, Kissimmee, FL 34746

ARTICLE II - TERM OF EXISTENCE

This corporation shall have perpetual existence commencing the day these Articles are filed with the Florida Department of State.

ARTICLE III - PURPOSES AND POWERS
OF CORPORATION

A. This corporation is organized exclusively as a trade association to promote the common business interest of the guest service industry located in or near the Central Florida area in Orange, Seminole, Osceola, Lake and Polk Counties, Florida, or such other counties in the State of Florida as may be designated by the Board of Directors, and to engage in such activities as proper for an organization which qualifies under Section 501(c)(6) of the Internal Revenue Code of 1986 or corresponding section of any future federal tax code.

B. This corporation shall be authorized to carry out any and all acts and to exercise any and all corporate powers which may now or hereafter be lawful under the laws of the State of Florida to the extent applicable to a corporation not for pecuniary profit and not inconsistent with these Articles of Incorporation.

C. Notwithstanding any other provision of these Articles of Incorporation:

1. No part of the net earnings of this corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that this corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in this Article.

2. No substantial part of the activities of this corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation, and this corporation shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

3. This corporation shall not carry on any other activities not permitted to be carried on by a corporation which qualifies as an organization under Section 501(c)(6) of the Internal Revenue Code of 1986 or corresponding section of any future federal tax code.

4. If the corporation is, or shall ever be, classified as a "private foundation", as defined in Section 501(a) of the Internal Revenue Code of 1986 or corresponding section of any future tax code, it shall comply with the provisions of Section 617.0105, Florida Statutes, for so long as it remains a private foundation.

ARTICLE IV - MEMBERSHIP

A. This corporation shall be a membership organization with each member entitled to vote as set forth in the By-Laws.

B. The qualifications for becoming a member and the manner of admission of additional members will be as regulated by the Bylaws.

ARTICLE V - REGISTERED OFFICE AND REGISTERED AGENT

A. The address of this corporation's initial registered office is as follows:
201 East Pine St., Suite 701
Orlando, FL 32801

B. The initial registered agent of this corporation at the above address is J. Gregory Humphries.

ARTICLE VI - BOARD OF DIRECTORS

A. The initial number of directors of this corporation shall be four (4).

B. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of this corporation, but shall never be less than nine (9). Directors are elected by majority vote of the members of the corporation.

C. The names and street addresses of the initial members of the Board of Directors, who shall hold office for the first year of existence of this corporation or until his successors are elected or appointed and have qualified, are:

<u>Name</u>	<u>Street Address</u>
Martin J. Tolan	Central Florida Tourist Information Center, Inc. 4834 West Irlo Bronson Memorial Highway Kissimmee, FL 34746
David Kelly	Travel Time Tours, Inc. 9843 Mohr's Cove Lane Windermere, FL 34786
Maria Quattrini	Prince Hospitality Marketing 5770 West Irlo Bronson Memorial Highway Kissimmee, FL 34746
Sherry Boyce	Island One Resorts 2345 Sand Lake Road, Suite 100 Orlando, FL 32809

D. The members reserve the exclusive power to adopt, alter, amend or repeal the Bylaws of this corporation; provided, however, that the initial Bylaws of this corporation shall be adopted by the Board of Directors, subject to the approval by the members.

ARTICLE VII - INCORPORATOR

The name and address of the Incorporator is:

J. Gregory Humphries

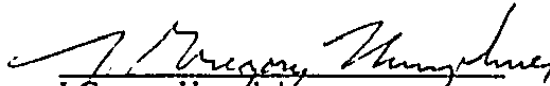
ARTICLE VIII - INDEMNIFICATION OF CORPORATION

This corporation may in the discretion of the Board of Directors indemnify any officer, director or any former officer or director to the extent provided by law.

ARTICLE IX - DISSOLUTION OF CORPORATION

Upon the dissolution of this corporation, whether voluntary or involuntary, no shareholder shall be entitled to any distribution or division of its remaining property, and the assets of this corporation, after payment of all debts and obligations of this corporation, shall be distributed as may be required or organizations within the meaning of Section 501(c)(6) of the Internal Revenue Code of 1986, or corresponding provision of any future federal tax code, as determined by and within the discretion of the then existing Board of Directors.

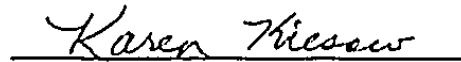
IN WITNESS WHEREOF, the undersigned Incorporator has made and subscribed these Articles of Incorporation at Orlando, Florida, this 22 day of October, 1996.


J. Gregory Humphries

STATE OF FLORIDA
COUNTY OF ORANGE

BEFORE ME, the undersigned authority, personally appeared J. Gregory Humphries, known to me to be the individual described in and who executed the foregoing Articles of Incorporation, and (he) acknowledged that he subscribed said instrument for the uses and purposes set forth herein.

WITNESS my hand and official seal in the State and County aforesaid, this 22nd day of October, 1996.


Notary Public, State of Florida



**CERTIFICATE DESIGNATING PLACE OF BUSINESS FOR
THE SERVICE OF PROCESS WITHIN FLORIDA AND
REGISTERED AGENT UPON WHOM PROCESS MAY BE SERVED**

FILED

96 OCT 23 PM 1:34

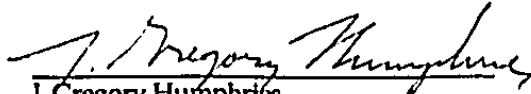
In compliance with Sections 48.091 and 617.0501, Florida Statutes, the following is **FLORIDA** submitted:

THE FLORIDA GUEST SERVICE ASSOCIATION, INC., (the "Corporation") desiring to organize as a domestic corporation or qualify under the laws of the State of Florida has named and designated J. Gregory Humphries as its Registered Agent to accept service of process within the State of Florida with its Registered Agent to accept service of process within the State of Florida with its registered office located at 201 E. Pine St., Suite 701, Orlando, FL 32801.

ACKNOWLEDGMENT

Having been named as registered agent for the above named corporation, at the place designated in the foregoing Articles of Incorporation, I hereby accept such designation and agree to act in such capacity, and I am familiar with and accept the obligations of Section 617.0501, Florida Statutes, as the same may apply to the Corporation; and I further agree to comply with the provisions of Section 48.091 and all other statutes, all as the same may apply to the Corporation relating to the proper and complete performance of my duties as Registered Agent.

Dated this 22nd day of October, 1996.


J. Gregory Humphries