



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

August 4, 1999

CAPITAL CONNECTION, INC.
417 E. VIRGINIA ST.
STE. 1
TALLAHASSEE, FL 32301

SUBJECT: VILLAGES CRUISE AND TRAVEL CLUB, INC.
Ref. Number: W99000018081

We have received your document for VILLAGES CRUISE AND TRAVEL CLUB, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name of the entity must be identical throughout the document.

Please return the original and one copy of 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 (850) 487-6929.

Randall Purinton
Document Specialist

Letter Number: 699A00039580

RECEIVED
59 AUG -5 PM 12:18
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA
Corrected

FILED

99 AUG -5 PM 1:41

SECRETARY OF STATE
TALLAHASSEE FLORIDA

**ARTICLES OF INCORPORATION
OF
Villages Cruise and Tour Club, Inc.**

I, the undersigned hereby file these Articles for the purpose of becoming incorporated under the laws of the State of Florida applicable to corporations not for profit under Section 617 of the Florida Statutes, and for this purpose, I hereby make, execute and adopt the following Articles of Incorporation:

ARTICLE I. NAME

The name of this corporation is Villages Cruise and Tour Club, Inc.

ARTICLE II. TERM OF EXISTENCE

The term of existence is perpetual. Corporate existence will begin when the corporation is filed with the Secretary of State.

ARTICLE III. PURPOSES

The purposes for which the Corporation is organized are to provide an organization for the operation of a travel club.

No part of the net earnings of the corporation shall inure to the benefit of any member, trustee, director, officer of the corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or

for the corporation), and no member, trustee, officer of the corporation or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the corporation.

In the event of dissolution, the residual assets of the organization will be turned over to one or more organizations which themselves are exempt as organizations described in Sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1954, or corresponding sections of any prior or future Internal Revenue Code, or to the Federal, State or local government for exclusive public purposes.

ARTICLE IV

(A) The initial registered office of the corporation is to be located at 3474 17th St., Sarasota, Florida 34235 and the initial resident agent is ADRIAN L. FERGUSON, SR.

(B) The territory in which its activities are principally to be conducted is the United States of America.

(C) The Board of Directors shall not be less than three nor more than five members. The directors shall be elected at the first meeting of the corporation.

ARTICLE V. POWERS

Secretary/Treasurer: ADRIAN L. FERGUSON, JR. 3474 17th
St., Sarasota, FL 34235

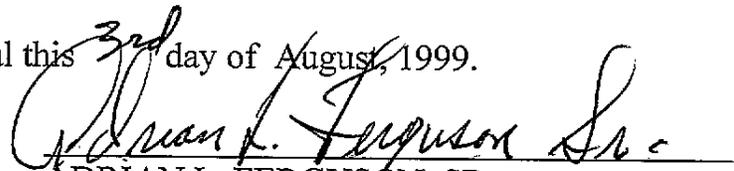
ARTICLE VIII. BY-LAWS

The By-laws of the Corporation are to be made and adopted by the original incorporator and may be altered or rescinded by two-thirds of the Directors.

ARTICLE IX. AMENDMENTS

The Articles of Incorporation of the Corporation may be amended by the affirmative vote of two-thirds majority of the Directors of the Corporation present and voting at any regular meeting called for that purpose. These amendments were made in accordance with the Articles and By-laws of the Corporation.

IN WITNESS WHEREOF, the undersigned, as subscribing Officer, has hereunto set his hand and seal this 3rd day of August, 1999.


ADRIAN L. FERGUSON, SR.

STATE OF FLORIDA

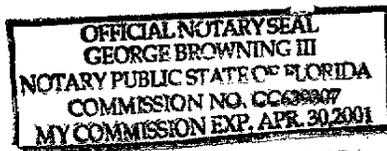
COUNTY OF SARASOTA

Before me, the Notary Public duly authorized in the State and County named above to take acknowledgements, personally appeared ADRIAN L. FERGUSON, SR. to me known to be the person described as subscriber in and who executed the foregoing Amended Articles of Incorporation, and he acknowledged before me that he executed and subscribed these Amended Articles of Incorporation.

WITNESS my hand and official seal in the County and State named above this *3rd* day of August, 1999.



Notary Public



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

In pursuance of Chapter 617.0501, Florida Statutes, the following is submitted in compliance with said Act:

FIRST: That Villages Cruise and Tour Club, Inc., desiring to organize under the laws of the State of Florida, with its principal office at 3474 17th St., Sarasota, FL 34235, has named **ADRIAN L. FERGUSON, SR.**, 3474 17th St., Sarasota, FL 34235, as its Registered Agent to accept service of process within this State.

OFFICERS:

President: Adrian L. Ferguson, Sr.
3474 17th St.
Sarasota, FL 34235

Secretary/Treasurer: Adrian L. Ferguson, Jr.
3474 17th St.
Sarasota, FL 34235

DIRECTORS:

The Board of Directors shall not be less than three nor more than five members. The Directors shall be elected at the first meeting of the corporation.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above-stated corporation, at 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.

Date: August 3, 1999


Adrian L. Ferguson, Sr.

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FILED
SECRETARY OF STATE
TALLAHASSEE FLORIDA