

N99000000 4623

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

North Port Travel Club,
Inc

400002950194--3

-08/04/99-01050-018

*****78.75 *****78.75

✓ Art of Inc. File _____
LTD Partnership File _____
Foreign Corp. File _____
L.C. File _____
Fictitious Name File _____
Trade/Service Mark _____
Merger File _____
Art. of Amend. File _____
RA Resignation _____
Dissolution / Withdrawal _____
Annual Report / Reinstatement _____
✓ Cert. Copy _____
Photo Copy _____
Certificate of Good Standing _____
Certificate of Status _____
Certificate of Fictitious Name _____
Corp Record Search _____
Officer Search _____
Fictitious Search _____
Fictitious Owner Search _____
Vehicle Search _____
Driving Record _____
UCC 1 or 3 File _____
UCC 11 Search _____
UCC 11 Retrieval _____
Courier _____

99 AUG -4 PM 3:05
SECRETARY OF STATE
TALLAHASSEE FLORIDA

FILED

99 AUG -4 AM 11:00
DEPARTMENT OF STATE
INVESTMENT INFORMATION
TALLAHASSEE FLORIDA

RECEIVED

Signature _____

Requested by: _____

Name _____

Date _____

Time _____

Walk-In _____

Will Pick Up _____

AUG 4 1999

FILED

**ARTICLES OF INCORPORATION
OF
NORTH PORT TRAVEL CLUB, INC.**

99 AUG -4 PM 3: 05
SECRETARY OF STATE
TALLAHASSEE FLORIDA

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 NORTH PORT TRAVEL 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

This corporation shall have the power to do any and all things necessary or expedient for the accomplishment of the objects and purposes of this

corporation, including, but not limited to, the power to acquire and dispose of real and personal property, to enter into contracts and to incur obligations in the name of the corporation, and in general to possess all rights, privileges and immunities, and to enjoy all of the benefits granted to corporations not for profit under the laws of the State of Florida and now enacted or hereafter amended, and in particular, Section 617.013, Florida Statutes.

ARTICLE VI. SUBSCRIBERS

The name and address of the subscriber to these Articles of Incorporation is: ADRIAN L. FERGUSON, SR., 3474 17TH Street, Sarasota, FL 34235.

ARTICLE VII. OFFICERS

The officers of the corporation shall be a President, a Secretary and a Treasurer, who will be elected annually in accordance with the By-laws of the Corporation. The initial officers shall be:

President: ADRIAN L. FERGUSON, SR. 3474 17th
St., Sarasota, FL 34235

Secretary/Treasurer: ADRIAN L. FERGUSON, JR. 3474 17th

St., Sarasota, FL 34235

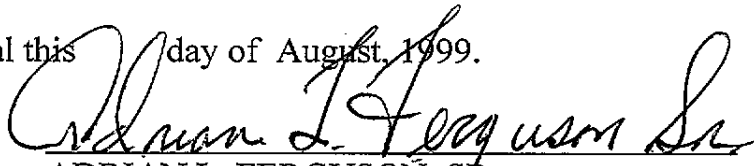
ARTICLE VIII. BY-LAWS

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 _____ day of August, 1999.


ADRIAN L. FERGUSON, SR.

STATE OF FLORIDA
COUNTY OF SARASOTA

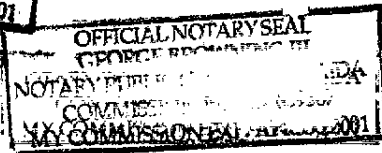
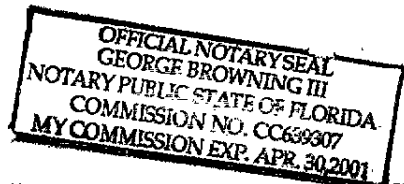
Before me, the Notary Public duly authorized in the State and County named above to take acknowledgements, personally appeared ADRIAN L.

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 NORTH PORT TRAVEL 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

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

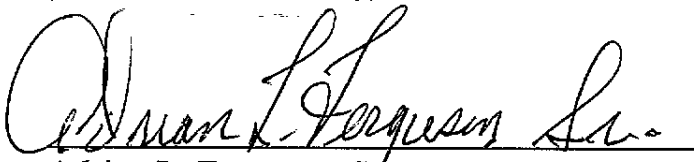
DIRECTORS:

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.