

P00000000016771

LAW OFFICES OF  
HORWITZ & FUSSELL  
A PROFESSIONAL ASSOCIATION  
17 EAST PINE STREET  
ORLANDO, FLORIDA 32801  
(407) 843-7733  
TELECOPIER (407) 849-1321

MARK L. HORWITZ  
MEMBER  
FLORIDA, COLORADO  
& DISTRICT OF COLUMBIA BARS

DAVID D. FUSSELL  
.....  
GLEN J. IOFFREDO  
.....  
OF COUNSEL  
SAMUEL M. SPATZER

February 10, 2000

Via Federal Express

Department of the State  
Division of Corporations  
New Filing Section  
409 East Gaines Street  
Tallahassee, Florida 32399

000003132510--3  
-02/11/00--01053--009  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

To whom it may concern:

Enclosed you will find an original and copy of the Articles of Incorporation of 7 Hills to 7 Continents, Corp. for filing. I have also enclosed a check for \$78.75 to cover filing fees and to receive a certified copy.

Please feel free to call should you have any questions or need additional information regarding the enclosed.

Thank you for your attention to this matter.

Sincerely,

*Renée B. McBurney*  
RENEE B. McBURNEY  
For the firm

FILED  
00 FEB 11 PM 5:07  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

/rbm  
Enclosures

gfs/16

**ARTICLES OF INCORPORATION  
OF  
7 Hills to 7 Continents, Corp.**

**ARTICLE I - NAME AND ADDRESS OF CORPORATION**

The name of the Corporation shall be: 7 Hills to 7 Continents, Corp. The address of the Corporation shall be:

Post Office Box 1926, Orlando, Florida 32802

**ARTICLE II- DURATION**

This corporation shall exist in perpetuity as provided for in Florida Statutes, Chapter 607.

**ARTICLE III- PURPOSE**

This corporation is organized to conduct any and all lawful business or act in any manner lawful under the laws of the United States and the State of Florida, including Florida Statutes, Chapter 607 (1976), generally known as The Florida General Corporation Act or any other statute of the State of Florida not inconsistent with Florida Statutes, Chapter 607 (1976).

**ARTICLE IV - CAPITAL STOCK**

The authorized capital stock of this corporation shall consist of 50 shares of Common Stock with no par value per share. The stock of the Corporation shall be issued for such consideration as may be determined by the Board of Directors. Shareholders may enter into agreements with the Corporation or with each other to control or restrict the transfer of stock and such agreements may take the form of options, rights of first refusal, buy-sell agreements or any other lawful form of agreement.

**FILED**  
00 FEB 11 PM 5:07  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

#### ARTICLE VI- PREEMPTIVE 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 days of receipt of notice in writing from the corporation, stating the prices, terms, and conditions of the issue of the shares, and inviting him to exercise his pre-emptive rights. This right may also be waived by affirmative written waiver submitted within thirty days of receipt of notice from the corporation.

#### ARTICLE VI- INITIAL REGISTERED OFFICE AND AGENT

The initial registered office of the corporation is 17 East Pine Street, Orlando, Florida 32801, and the name of the initial registered agent is David Fussell.

#### ARTICLE VII- INITIAL BOARD OF DIRECTORS

The business of this Corporation shall be managed by a Board of Directors consisting of not fewer than one person, the exact number to be determined from time to time in accordance with the By-Laws. The names and street addresses of the first members of the Board of Directors, who shall hold office until the first meeting of shareholders or until successors are elected, are as follows:

David D. Fussell, 17 East Pine Street, Orlando, FL 32801;

Jill Fussell, 1225 Austin Rd., Orlando, Florida 32806.

ARTICLE VIII- INCORPORATOR

The name and address of the person signing these Articles is:

David Fussell, 17 E. Pine St., FL 32801

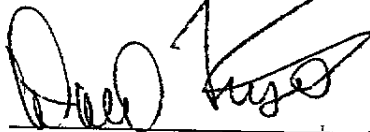
ARTICLE IX BY-LAWS

The shareholders shall adopt By-Laws for the Corporation. The By-Laws may be amended, altered or repealed by a majority vote of the shareholders. The By-Laws may contain any provisions for the regulation and management of the affairs of the Corporation not inconsistent with law or these Articles of Incorporation.

ARTICLE X - AMENDMENT

These Articles of Incorporation may be amended or repealed by an affirmative vote of a majority of the shareholders at any meeting expressly called for said purpose, and all rights conferred upon shareholders hereunder are granted subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 10th day of February, 2000.

A handwritten signature in black ink, appearing to read 'David Fussell', is written over a horizontal line.

David Fussell

STATE OF FLORIDA

)

COUNTY OF ORANGE )

BEFORE ME, a Notary Public, authorized to take acknowledgments in the State and County set forth above, personally appeared David Fussell, personally known to me and known by me to be the person who executed the foregoing Articles of Incorporation and he acknowledged before me that he executed same.

IN WITNESS WHEREOF, I have hereunto set my hand and seal in the State and County aforesaid, this 10th day of February, 2000.

*Renee Beth McBurney*

Notary Public

Print Name:

My Commission Expires:



Renee Beth McBurney  
My Commission CC819656  
Expires March 21, 2003

00 FEB 11 PM 5:07  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED

Acceptance of Registered Agent

Having been named as Registered Agent for the above-stated corporation I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties and I accept the duties and obligations of Florida Statute 607.0505, Florida Statutes (1995), including accepting service of process for the above stated corporation.

STATE OF FLORIDA )

COUNTY OF ORANGE )

*David Fussell*

David Fussell

BEFORE ME, a Notary Public, authorized to take acknowledgments in the  
State and County set forth above, personally appeared David Fussell  
personally known to me and known by me to be the person who executed the  
foregoing Articles of Incorporation and he acknowledged before me that he executed same.

IN WITNESS WHEREOF, I have hereunto set my hand and seal in the State  
and County aforesaid, this 10th day of February, 2000.

Renee Beth McBurney

Notary Public

Print Name:

My Commission Expires:



Renee Beth McBurney  
My Commission CC819656  
Expires March 21, 2003