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August 15, 2000

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Florida Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

Re: *Gushing Waters Family Resort, Inc.*

Gentlemen:

Enclosed herewith please find the original executed and one copy of the Articles of Incorporation with designation of Registered Agent/Registered Office for the above-referenced corporation. Also enclosed is this firm's check in the amount of \$122.50 to cover the following fees associated with filing:

Articles of Incorporation	\$ 35.00
Certified copy of Articles	\$ 52.50
Registered Agent Designation	\$ <u>35.00</u>

Total Amount \$ 122.50

Should you have any questions regarding this corporation, please do not hesitate to contact the undersigned.

Sincerely,


John L. Soileau

lsj

Enclosures as stated

FILED
00 AUG 16 PM 2:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

 8.22

**ARTICLES OF INCORPORATION
OF
GUSHING WATERS FAMILY RESORT, INC.**

FILED
00 AUG 16 PM 2:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Article I - Name

The name of this corporation is **Gushing Waters Family Resort, Inc.** and its principal office is located at **c/o 1970 Michigan Avenue, Bldg C, Cocoa, Florida 32922.**

Article II - Duration

This corporation shall exist perpetually. The date of commencement of corporate existence shall be the date these articles are filed with the Secretary of State.

Article III - Purpose

This corporation is organized for the purpose of engaging in any business activity permitted under the laws of the United States and the State of Florida.

Article IV - Capital Stock

This corporation is authorized to issue 5,000 shares of \$1.00 par value common stock.

Article V - Preemptive Rights

Every stockholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which such stockholder already holds, shall have the right to purchase a pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

Article VI - Registered Office and Initial Registered Agent

The street address of the registered office of this corporation is **1970 Michigan Avenue, Bldg C, Cocoa, Florida 32922.**

The name of the initial registered agent of this corporation at that address is **John L. Soileau.**

Article VII Initial Board of Directors

This corporation shall have three directors initially. The number of directors may be either increased or diminished from time to time pursuant to the bylaws, but shall never be less than one.

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

David Cooper, 2600 Lynwood Place, Merritt Island, FL 32953
Jeanne M. Cooper, 2600 Lynwood Place, Merritt Island, FL 32953
Ron J. Vatalaro, 425 S. Chickasaw Trail, No. 356, Orlando, FL 32825

Article VIII - Incorporator

The name and address of the person signing these articles is **John L. Soileau**.

Article IX - Bylaws

The power to adopt, alter, amend or repeal bylaws shall be vested in the stockholders.

Article X - Compensation of Directors

The stockholders of this corporation shall have the exclusive authority to fix the compensation of directors of this corporation.

Article XI - Indemnification

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

Article XII - Amendment

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 stockholders is subject to this reservation.

Article XIII - Acceptance of Registered Agent

Having been named to accept service of process for the above-stated Corporation, at the place designated in these Articles of Incorporation, I hereby accept to act in this capacity and agree to comply with the provisions of the Florida Statutes relative to keeping open said office.

John L. Soileau, Registered Agent

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 15 day of August, 2000.

John L. Soileau
Subscriber/Incorporator

ACKNOWLEDGMENT

STATE OF FLORIDA
COUNTY OF BREVARD

The foregoing Articles of Incorporation was acknowledged before me this 15 day of August, 2000, by **John L. Soileau**, who is personally known to me or who has produced _____ as identification and who did not take an oath.

Notary Public:

Lora S Jones

Name: Lora S Jones

State of Florida at Large

(SEAL)

My Commission Expires:



Lora S. Jones
MY COMMISSION # CC738261 EXPIRES
July 7, 2002
BONDED THRU TROY FAIN INSURANCE, INC

FILED
00 AUG 16 PM 2:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA