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Frank M. Townsend
Mary Smith Townsend

520 Emmett Street
Kissimmee, FL 34741
(407) 846-2500

October 26, 2001

900004657509--9
-10/29/01--01072--010
*****78.75 *****78.75

Florida Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

Re: ORLANDO FUN VACATIONS, INC.

900004657509--9
-10/29/01--01072--010
*****78.75 *****78.75

Gentlemen:

Enclosed is the original and one copy of the Articles of Incorporation of the above named corporation, together with my firm check #16849 in the amount of \$78.75 covering the following fees: \$70.00 filing fee and \$8.75 for one certified copy of the Articles.

Thank you for your attention to this matter.

Sincerely,


FRANK M. TOWNSEND

/js

Enclosure

FILED
01 OCT 29 AM 8:15
SECRETARY OF STATE
TALLAHASSEE FLORIDA

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D. WHITE OCT 31 2001

ARTICLES OF INCORPORATION

of

ORLANDO FUN VACATIONS, INC.

FILED
01 OCT 29 AM 8:15
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation is: ORLANDO FUN VACATIONS, INC.

ARTICLE II. NATURE OF BUSINESS

The general nature of business to be transacted by this corporation is any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 100 shares of common stock having a nominal or par value of Five and No/100ths (5.00) dollars per share.

ARTICLE IV. INITIAL CAPITAL

The amount of capital with which this corporation will begin business is Five Hundred and No/100ths (500.00) Dollars.

ARTICLE V. ADDRESS

The initial post office address of the principal address of this corporation in the State of Florida is: 5013 Cookie Lane, Kissimmee, FL 34741. The Board of Directors may, from time to time, move the principal office to any other address in Florida.

ARTICLE VI. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VII. DIRECTORS

This corporation shall have one director initially. The number of directors may be changed from time to time by the By-Laws adopted by the stockholders.

ARTICLE VIII. INITIAL OFFICER AND DIRECTOR

Name

Address

OMAR RODRIGUEZ

5013 Cookie Lane
Kissimmee, FL 34741

ARTICLE IX. SUBSCRIBER

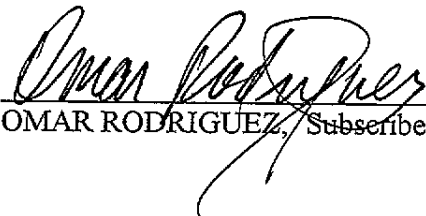
The subscriber to these Articles of Incorporation is the director named in Article VIII above.

ARTICLE X. RESIDENT AGENT

The registered Resident Agent for this corporation shall be as indicated on the attached Certificate and the Resident Agent may be replaced in accordance with the By-Laws.

ARTICLE XI. AMENDMENTS

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a Stockholders' Meeting as set forth in the By-Laws, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment to these Articles of Incorporation is made.


OMAR RODRIGUEZ, Subscriber

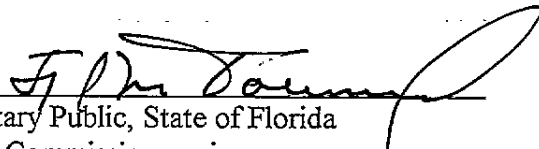
STATE OF FLORIDA

COUNTY OF OSCEOLA

I HEREBY CERTIFY that on this day before me, a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared OMAR RODRIGUEZ, known to me to be the person described as subscriber in and who acknowledged before me that he executed the foregoing Articles of Incorporation.

WITNESS my hand and official seal in the County and State named above, on this

26 day of Oct, 2001.


Notary Public, State of Florida
My Commission expires:

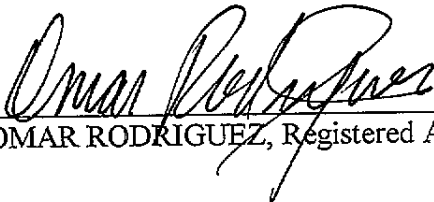
NOTARY PUBLIC - STATE OF FLORIDA
FRANK M. TOWNSEND
COMMISSION # CC833043
EXPIRES 7/27/2003
BONDED THRU ASA 1-888-NOTARY1

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

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

FIRST: That **ORLANDO FUN VACATIONS, INC.**, desiring to organize under the laws of the State of Florida with its principal office as indicated in the Articles of Incorporation, 5013 Cookie Lane, Kissimmee, FL 34741, has named **OMAR RODRIGUEZ**, located at 5013 Cookie Lane, Kissimmee, FL 34741, as its registered agent to accept service of process within the State.

Having been named to accept service of process for the above state corporation, at the place designed 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.


OMAR RODRIGUEZ, Registered Agent

FILED
01 OCT 29 AM 8:15
SECRETARY OF STATE
TALLAHASSEE FLORIDA