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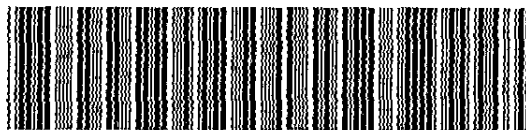
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DIVISION  
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104-29248

July 26, 2004

State of Florida  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32414

RE: Corporation Registration  
**ESCAPADE International, Corp.**

Dear Sirs:

Please find enclosed our check in the amount of \$ 78.75 to cover the following services  
In relation to the registration of **ESCAPADE International, Corp.** as a for-profit  
Corporation with your office:

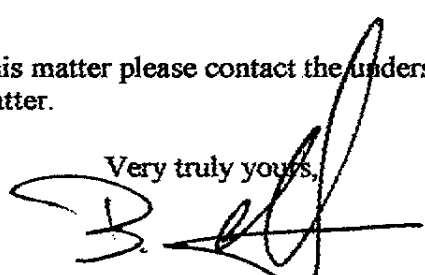
Filing fees	\$ 35.00
Certified copy	8.75
Registered agent designation	35.00
	<hr/>
	\$ 78.75

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SECRET  
DIVISION OF CORPORATIONS  
FILED

If you have any questions concerning this matter please contact the undersigned. Thank  
you for your prompt attention to this matter.

Very truly yours,



Bruce Chadbourne  
ESCAPADE International, Corp.  
1736 Kelley Avenue  
Kissimmee, FL 34744

(407) 932-5005

July 26, 2004

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Division of Corporations  
P. O. Box 6327  
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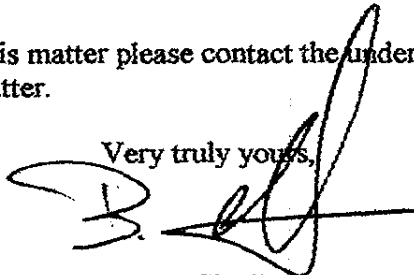
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Bruce Chadbourne  
ESCAPADE International, Corp.  
1736 Kelley Avenue  
Kissimmee, FL 34744

(407) 932-5005

## ARTICLE I

### NAME

The name of this corporation is ESCAPADE International, Corp.

The address of this corporation is:

1736 Kelley <sup>Avenue</sup> Street  
Kissimmee, FL 34744

## ARTICLE II

### DURATION

The Corporation shall have a perpetual existence.

## ARTICLE III

### PURPOSE

The purpose of this Corporation is to engage in any activities of Business permitted under the laws of the United States and Florida.

## ARTICLE IV

### CAPITAL STOCK

One thousand (1000) Common shares, all of which shall be without par value.

## ARTICLE V

### INITIAL REGISTERED OFFICE AND AGENT

The initial registered office of this Corporation shall be at 1736 Kelley Avenue, Kissimmee, FL 34744 and the initial registered agents of this Corporation at such office shall be Bruce Chadbourne, who upon accepting these designations agrees to comply with the provisions of Section 48.091, Florida Statutes as amended from time to time, with respect to keeping an office open for service of process.

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## **ARTICLE VI**

### **INITIAL BOARD OF DIRECTORS**

The initial Board of Directors shall consist of two members. The number of directors may be increased or decreased from time to time by vote of the stockholders, but in no case shall the number of directors be less than one nor more than five.

PRESIDENT	Bruce Chadbourne
VICE PRESIDENT	Marie Chadbourne
ASST. VICE PRESIDENT	-
SECRETARY	-
TREASURER	-

## **ARTICLE VII**

### **INCORPORATION**

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

**Bruce Chadbourne  
1736 Kelley Avenue  
Kissimmee, FL 34744**

## **ARTICLE VIII**

### **AMENDMENT**

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

## **ARTICLE IX**

### **BYLAWS**

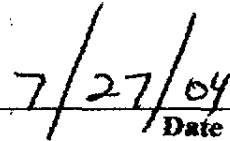
The Board of Directors shall adopt the initial Bylaws. The Power to alter, amend, or repeal the Bylaws or adopt new Bylaws is vested in the Board of Directors, subject to repeal or change by action of the shareholders.

**ARTICLE X**

**INFORMAL SHAREHOLDER ACTION**

The holders of not less than a majority of the issue and outstanding shares of the voting stock of the corporation may act by written agreement without a meeting, as provided In Florida Statutes 607.0704 and the Bylaws.

  
\_\_\_\_\_  
Signature/Incorporator

  
\_\_\_\_\_  
Date

**ORGANIZATIONAL WRITTEN ACTIONS OF**

**THE FIRST BOARD OF DIRECTORS**

**OF**

**ESCAPADE International, Corp.**

The undersigned, being all of the members of the Board of Directors named in the Articles of Incorporation of ESCAPADE International, Corp. (The "corporation") acting without meeting pursuant to the Florida Business Corporation Act, hereby consent to and unanimously adopt the following actions, preambles, and resolutions:

**1. Certificate of Incorporation**

It is noted that the Corporation's Articles of Incorporation were duly filed in the office of the Secretary of State of the State of Florida. An acknowledging receipt and filing of such Articles of Incorporation and full payment of all charter fees are to be filed in the minute book.

**2. Date of Activation**

It is noted that pursuant to such filing with the Secretary of the State of Florida, the effective date of incorporation is the 1st day of August 2004.

**3. Bylaws**

RESOLVED, that the purpose form of Bylaws for the regulation and management of the affairs of the Corporation which has been read, section by section, is hereby unanimously adopted and ordered to be made a part of the permanent records to follow the Article of Incorporation in the Minute Book

**4. Election of Officers**

RESOLVED, that the following persons are hereby elected to be officers of the Corporation to assume the duties and responsibilities fixed by the Bylaws and to serve until their respective successors are chosen and qualified:

PRESIDENT	Bruce Chadbourne
VICE PRESIDENT	Marie Chadbourne
ASST. VICE PRESIDENT	-
SECRETARY	-
TREASURER	-

**5. Registered Office/ Agent**

RESOLVED, that the registered office and registered agent of the Corporation, initially designated in the Articles of Incorporation, are hereby approved and ratified.

**6. Bank Accounts**

RESOLVED, that such bank or banks as the President shall select are designated as a depository of this Corporation, and that funds so deposited may be withdrawn upon the execution of a check, draft, note, or other documents of the Corporation, which documents may be drawn and executed by the Officers of the Corporation specified in such bank's resolution.

**7. Ratification of Acts**

RESOLVED, that the acts of the incorporators, promoters, and directors from the date of incorporation to the present date be and the same hereby are ratified and confirmed.



**8. Section 1244**

RESOLVED, that all shares of stock hereunder, to the extent permitted by law are to be considered issued in accordance with Section 1244, of the Internal Revenue Code of 1986, as now or hereafter amended.

**9. Offers for Stock**

WHEREAS, the Corporation has received offers from the following persons to purchase the number of shares of stock of the Corporation as indicated next to their names:

<u>NAME</u>	<u>NUMBER OF SHARE</u>
Bruce Chadbourne	100

WHEREAS, in the judgment of the Board of Directors, the consideration offered is reasonably worth the shares of stock to be issued in exchange for such consideration; now therefore, it is

RESOLVED, that the President of the Corporation is hereby authorized and empowered to open an investment account or accounts with such appropriate firms as he may select in order to invest, during the course of the year, any Corporate funds which the officers of the Corporation may determine proper.

**10. Minute Book**

RESOLVED, that the Corporation shall maintain as part of its Corporate record, a Corporate minutes book which shall include a record of its Articles of Incorporation and Amendments thereto, its Bylaws and Amendments thereto, minutes of all meetings, or written actions in lieu thereof of its Directors and Shareholders, and its stock transfer ledger.

**11. Organizational Expense**

RESOLVED, the Treasurer be and hereby is authorized to pay all fees and expenses incident to and necessary for the organization of this Corporation.

FURTHER RESOLVED, that the Corporation elects to deduct its organizational expenditures as permitted by law; and

FURTHER RESOLVED, that the President is hereby directed to instruct the Corporation's accountants to prepare and file a statement in accordance with Treasury Regulations Section 1.248-1 (c) to permit ratable deductions of such organizational expenses.

**12. Insurance**

The Corporation, through its President, is authorized to purchase general insurance, unemployment compensation, and liability insurance on behalf of the corporation.

**13. Subchapter "S" Election**

RESOLVED, that the Corporation elects pursuant to Section 1362 of the Internal Revenue Code, not to be subject to taxes imposed by Chapter 1 of the Code.

FURTHER RESOLVED, that the proper officers of the Corporation be and they are hereby authorized, empowered and directed to execute and timely file Treasury Department Form 2553 on behalf of the Corporation with respect to the foregoing election.

**14. Licenses and Permits**

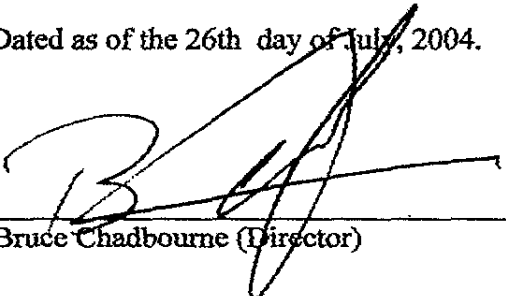
RESOLVED, that the officers of the Corporation are directed to obtain in the name of the Corporation such licensed and permits as may be required for the conduct of business of the Corporation by any Federal, state, county or municipal governmental ordinance or regulation and to do all things necessary or convenient to qualify the Corporation to transact its business in compliance with the laws and regulations of any appropriate Federal, state, county or municipal governmental authority.

**15. Employment of Others**

RESOLVED, that the President of the Corporation is hereby delegated the authority by the Board of Directors to determine who shall be full or part-time employees of the Corporation, and

FURTHER RESOLVED, that the President of the Corporation is hereby delegated the authority to determine their compensation, except for the officers of the Corporation. I the undersigned, being one of the two Directors of ESCAPADE International, Corp., do hereby ratify, approve, consent and confirm all of the above preambles, resolutions and actions.

Dated as of the 26th day of July, 2004.



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Bruce Chadbourne (Director)