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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

J. Shivers APR 20 2007

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April 17, 2007

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

Re: SPRUCE CREEK TRAVEL, INC.

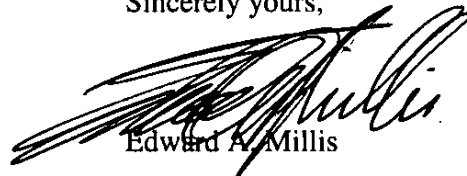
Dear Sirs:

Enclosed herewith, please find the original and copy of proposed Articles of Incorporation of the above named corporation and check made payable to the Florida Department of State to cover the following items:

1. Filing fee	\$ 35.00
2. Registered Agent Filing fee	\$ 35.00
3. Certified copy of Articles	<u>\$ 8.75</u>
Total	\$ 78.75

Would you please file these Articles of Incorporation and **mail** a certified copy to me in the enclosed envelope.

Sincerely yours,


Edward A. Millis

EAM/tf
encl.

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TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
SPRUCE CREEK TRAVEL, INC.**

Article I - Name

The name of this corporation is **SPRUCE CREEK TRAVEL, INC.** The mailing address/principal office of the corporation is: 3 Lazy Eight Drive, Port Orange, FL 32128.

Article II - Duration

This corporation shall have perpetual existence.

Article III - Purposes

The general purposes for which this corporation is initially organized are as follows: to conduct a travel agency, to design, manufacture, assemble, sell, install, distribute or otherwise deal in all types of equipment, appliances, products and devices; to own personal property; to own, hold, lease, improve and develop real estate; engage in any type of lawful business; lend or borrow money, and to draw, make, accept, discount and issue promissory notes, bills of exchange and other negotiable instruments, and to secure the same by mortgage or otherwise; to have offices and officers, agents and agencies in the State of Florida or in any other of the states of the United States, or any dependencies of the United States, or in foreign countries; and to exercise generally such powers as may be incident to or convenient for the purposes and businesses of the corporation and to engage in any activity or business permitted under the laws of the United States and the State of Florida, it being expressly provided that the foregoing enumeration of specific powers shall not be held to limit or restrict the general powers of the corporation.

Article IV - Capital Stock

The maximum number of shares of stock which this corporation is authorized to have outstanding at any time shall be one hundred thousand (100,000) shares of common voting stock with a par value of ten cents (\$.10) per share. All stock issue shall be fully paid.

Article V - Preemptive Rights

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class, or series as that which he already holds, shall have the right to purchase his 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 - Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 3 Lazy Eight Drive, Port Orange, FL 32128, and the name of the initial registered agent of this corporation at that address is David C. Schaller, who hereby accepts such designation by his signature hereto.

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TALLAHASSEE, FLORIDA

Article VII - Initial Board of Directors

This corporation shall have two directors initially. The number of directors may be either increased or diminished from time to time by the bylaws but shall never be less than one. The names and addresses of the initial directors of this corporation are:

<u>Name</u>	<u>Address</u>
Margaret C. Schaller	3 Lazy Eight Drive, Port Orange, FL 32128
David C. Schaller	3 Lazy Eight Drive, Port Orange, FL 32128

Article VIII - Incorporator

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

<u>Name</u>	<u>Address</u>
Margaret C. Schaller	3 Lazy Eight Drive Port Orange, FL 32128


Article IX - Indemnification

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

Article X - 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 shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these articles of incorporation this 17 day of April, 2007.

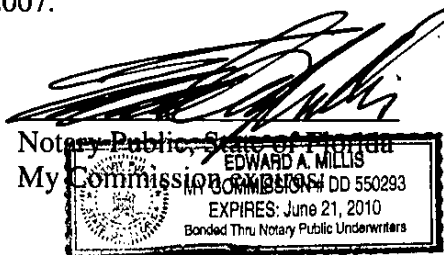

Margaret C. Schaller, Subscriber

STATE OF FLORIDA
COUNTY OF VOLUSIA

Before me, a notary public authorized to take acknowledgments in the state and county set forth above, personally appeared Margaret C. Schaller, who produced a driver's license as

identification and who executed the foregoing articles of incorporation, and she acknowledged before me that she executed those articles of incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the state and county aforesaid, this 17 day of April, 2007.



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

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted in compliance therewith:

SPRUCE CREEK TRAVEL, INC., desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, in the City of Port Orange, County of Volusia, State of Florida, has named **David C. Schaller**, located at 3 Lazy Eight Drive, Port Orange, FL 32128, as its agent to accept service of process within this state.

ACCEPTANCE

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and to comply with the provisions of said Act relative to keeping said office open.

David C. Schaller
Registered Agent

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