

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301
 Mailing Address: Post Office Box 1079, Tallahassee, FL 32302
 TOLL FREE No. 1-800-342-8062
 FAX (904) 222-1222

NAME _____
 FIRM _____
 ADDRESS _____
 PHONE () _____

Service: Top Priority _____ Regular _____
 One Day Service Two Day Service

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

SPK

REQUEST	TAKEN	CONFIRMED	APPROVED
DATE _____	_____	_____	_____
TIME _____	_____	_____	CK No. _____
BY <i>AAK</i>	_____	_____	_____

WALK-IN
 Will Pick Up *2-10-12-02*

NE. *Peak Resorts Management*

95 *Feb 10 12*

DESCRIPTION	C.C. FEE.	DISBURSED
<input checked="" type="checkbox"/> Capitol Express		
<input checked="" type="checkbox"/> Art. of Inc. File		
<input type="checkbox"/> Corp. Record Search		
<input type="checkbox"/> Ltd. Partnership File		
<input checked="" type="checkbox"/> Foreign Corp. File		
<input type="checkbox"/> () Cert. Copy(s)		
<input type="checkbox"/> Art. of Amend. File		
<input type="checkbox"/> Dissolution/Withdrawal		
<input type="checkbox"/> C U S-		
<input type="checkbox"/> Fictitious Name File		
<input type="checkbox"/> Name Reservation		
<input type="checkbox"/> Annual Report/Reinstatement		
<input type="checkbox"/> Reg. Agent Service		
<input type="checkbox"/> Document Filing		
<input type="checkbox"/> Corporate Kit		
<input type="checkbox"/> Vehicle Search		
<input type="checkbox"/> Driving Record		
<input type="checkbox"/> Document Retrieval		
<input type="checkbox"/> UCC 1 or 3 File		
<input type="checkbox"/> UCC 11 Search		
<input type="checkbox"/> UCC 11 Retrieval		
<input type="checkbox"/> File No.'s. _____ Copies		
<input type="checkbox"/> Courier Service _____		
<input type="checkbox"/> Shipping/Handling _____		
<input type="checkbox"/> Phone () _____		
<input type="checkbox"/> Top Priority _____		
<input type="checkbox"/> Express Mail Prep. _____		
<input type="checkbox"/> FAX () _____ pgs.		
SUBTOTALS _____		

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 FILED
 SECRETARY OF STATE
 DIVISION OF CORPORATIONS

4000001403074
 -02/10/95-01010-012
 ***122.50 ***122.50

FEE.....	\$
DISBURSED.....	\$
SURCHARGE.....	\$
TAX on corporate supplies.....	\$
SUBTOTAL.....	\$
PREPAID.....	\$
BALANCE DUE.....	\$
	\$

Please remit invoice number with payment
 TERMS: NET 10 DAYS FROM INVOICE DATE
 1 1/2% per month on Past Due Amounts
 Past 30 Days, 18% per Annum.

THANK YOU
 from
 Your Capital Connection

ARTICLES OF INCORPORATION
OF
PEAK RESORTS MANAGEMENT, INC.

ARTICLE I. CORPORATE NAME.

The name of this corporation is **PEAK RESORTS MANAGEMENT, INC.**

ARTICLE II. PRINCIPAL OFFICE.

The principal place of business and mailing address of this corporation are 17805 U.S. Highway 192, Clermont, Florida 34711.

ARTICLE III. CAPITAL STOCK.

The number of shares of stock that this corporation is authorized to have outstanding at any one time is ten thousand (10,000) shares having a par value of no par per share.

ARTICLE IV. INITIAL REGISTERED AGENT AND OFFICE.

The name and address of the initial registered agent is:
Paul M. Caldwell, Attorney at Law, Suite 624, Biscayne Building, 19 West Flagler Street, Miami, Florida 33130

ARTICLE V. INCORPORATORS.

The name and street address of the incorporator to these articles of incorporation is: James W. Peak, 6530 Metro West Boulevard #607, Orlando, Florida 32835.

ARTICLE VI. INITIAL BOARD OF DIRECTORS and OFFICERS

The names and address of the sole director and officers of the corporation are:

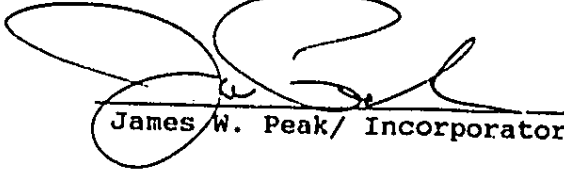
Director/President - James W. Peak, 6530 Metro West Boulevard #607,
Orlando, Florida 32835.

Vice President - Chester Zimmerman, 2219 Acre Lane,
Kissimmee, Florida 34744

Secretary/Treasurer - Samuel H. Simkin, 1441 Woodhollow
#27303, Houston, Texas 77062

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DIVISION OF CORPORATIONS
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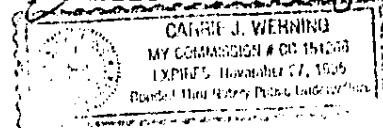
The undersigned has executed these articles of incorporation on
February 9, 1995.


James W. Peak/ Incorporator

STATE OF FLORIDA
COUNTY OF LAKE

IN WITNESS WHEREOF, the above signed James W. Peak, set his hand and
seal on this 9th day of February, 1995.


Notary Public



DESIGNATION AND ACCEPTANCE OF REGISTERED AGENT

Pursuant to the provisions of F.S. 607.0501, the mentioned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent in the State of Florida.

1. The name of the corporation is: **PEAK RESORTS MANAGEMENT, INC.**
2. The name of the registered agent is: Paul M. Caldwell, Attorney at Law.
3. The address of the registered agent/registered office is:
Suite 624, Biscayne Building, 19 West Flagler Street, Miami,
Florida 33130

ACCEPTANCE

HAVING BEEN NAMED AS REGISTERED AGENT AND DESIGNATED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE CORPORATION, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.


BY Paul M. Caldwell

Date: February 9, 1995

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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P 95000011543

PAUL M. CALDWELL, P.A.

ATTORNEY AT LAW

Post Office Box 120069
17805 U.S. Highway 192
Clermont, Florida 34712-0069

TELEPHONE (352) 242-2670
FACSIMILE (352) 242-0342

Paul M. Caldwell

Ross E. Payne
Of Counsel

December 31, 1996

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

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-01/07/97--01088--016
*****87.50 *****87.50

RE: Peak Resorts Management, Inc.

Gentlemen:

We enclose herewith Resignation of Registered Agent for the above named corporation together with our check in the amount of \$87.50 for filing this document.

A copy of the Resignation has been mailed to the corporation at its last known address.

Sincerely,


Paul M. Caldwell

PMC:

97 JAN -6 PM 1:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FLORIDA DEPARTMENT OF STATE, SANDRA B. MORTHAM, SECRETARY OF STATE

RESIGNATION OF REGISTERED AGENT

Pursuant to the provisions of sections 607.0502(2), 617.0502(2), 607.1509, or 617.1509,

Florida Statutes, the undersigned, PAUL M. CALDWELL

(Name of registered agent)

hereby resigns as Registered Agent for Peak Resorts Management, Inc.

(Name of corporation)

Doc. # P95000011543

A copy of this resignation was mailed to the above listed corporation at its last known address.
The agency is terminated and the office discontinued on the 31st day after the date on which
this statement is filed.

Paul M. Caldwell
(Signature of resigning agent)

If signing on behalf of an entity:

PAUL M. CALDWELL, Esquire
(Typed or Printed Name)

(Capacity)

97 JAN -6 PM 1:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Fee for filing this document:

\$87.50 - Active corporation

\$35.00 - Administratively dissolved corporation

DIVISION OF CORPORATIONS - P. O. BOX 6327 - TALLAHASSEE, FL 32314