

P95000026630

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870

Mailing Address: Post Office Box 10349, 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 _____

Letter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

FILED

95 APR -6 PM 1:17

APR 11 1995

Cullen

2.50

4/4/95

QUEST TAKEN CONFIRMED APPROVED

TE _____

E _____ CK No. _____

LK-IN 77 1200
Pick Up

RE: Holidays and Dreams,
Inc 95

	C.C. FEE.	DISBURSED
Capital Express™		
<input checked="" type="checkbox"/> Art. of Inc. File		
Corp. Record Search		
Ltd. Partnership File		
Foreign Corp. File		
<input checked="" type="checkbox"/> Cert. Copy(s)	3000014 46878	
	04/04/95-01027-022	
Art. of Amend. File	****120.00	****120.00
Dissolution/Withdrawal		
C U S-		
Fictitious Name File		
Name Reservation		
Annual Report/Reinstatement	3000014 46878	
Reg. Agent Service	04/04/95-01027-022	
Document Filing	*****50	*****50
Corporate Kit		
Vehicle Search		
Driving Record		
Document Retrieval		
UCC 1 or 3 File		
UCC 11 Search		
UCC 11 Retrieval		
File No.'s, Copies		
Courier Service		
Shipping/Handling		
Phone ()		
Top Priority		
Express Mail Prop.		
FAX () pgs.		
SUBTOTALS		

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

HOLIDAYS AND DREAMS, INC.

FILED

95 APR -4 PM 1:17

CLERK OF STATE
TALLAHASSEE, FLORIDA

The undersigned acting as Incorporator of a Corporation under the Corporation Laws of Florida and the Laws of the United States of America, adopts the following Articles of Incorporation.

ARTICLE I

NAME

The name of the Corporation is HOLIDAYS AND DREAMS, INC.

ARTICLE II

PURPOSE

This Corporation is organized for the following purposes:

1. To purchase, or otherwise dispose of, and to invest in, trade in, deal in and with, goods, wares, merchandise, real and personal property, and services, of every class, kind and description, except that it is not to conduct a banking, safe deposit, trust, insurance, surety, express, railroad, canal, telephone or telegraph company.
2. To conduct business in, have one or more office in, and buy, hold, mortgage, sell, convey, lease, or otherwise dispose of real and personal property, including franchises and licenses, in the State of Florida and in all other States.
3. To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidence of indebtedness, and execute such mortgages, transfers or corporate property, or other instruments to secure the payment of corporate indebtedness as required.
4. To purchase the corporate assets of any other corporation and engage in the same or

other character of business.

5. To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of capital stock of, or any bonds, securities, or other evidence of indebtedness created by any other corporation of the State of Florida or any other State or Government, and while owner of such stock, to exercise all the rights, powers and privileges or ownership, including the right to vote such stock.

6. To carry on any lawful business necessary or incidental to the attainment of the purposes of this corporation whether or not such business is similar in nature to the purposes of transacting any or all lawful business.

ARTICLE III

CAPITAL STOCK

This corporation is authorized to issue 500 shares of common stock with each share having a par value of \$1.00.

ARTICLE IV

PRE-EMPTIVE RIGHTS

Each shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which each 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 V

CORPORATE EXISTENCE

This corporation shall have perpetual existence and its existence shall commence upon

filing these Articles of Incorporation.

ARTICLE VI

INITIAL REGISTERED AGENT AND OFFICE

The street address of the initial registered office of this corporation is 2295 Corporate Boulevard, Suite 231, Boca Raton, Florida 33431 and the name of the initial registered agent of this corporation at that address is RICK S. CULLEN, ESQUIRE.

ARTICLE VII

INITIAL BOARD OF DIRECTORS

This corporation shall have one director initially. The number of directors may be either increased or decreased from time to time by by-laws, but shall never be less than one. The name and address of the initial director of this corporation shall be:

WOLFGANG KRAPP
3501 West Vine Street, Suite 127
Kissimmee, Florida 34741

ARTICLE VIII

LIMITATIONS AND RELATIVE RIGHTS OF CAPITAL STOCK

Section 1. Dividends

The holders of record shall be entitled to cash or stock dividends when and as declared by the Board of Directors at the rate per share per annum and at the time and in the manner determined by the Board of Directors. Cash or stock dividends, if any, shall accrue from the date of issue, unless decided otherwise by the Board of Directors

Section 2. Rights Upon Liquidation or Dissolution.

After payment of all of the debts, liabilities, and responsibilities of the corporation, the holders of capital stock shall be entitled to distribute the remaining assets of this corporation in such a manner that the assets shall be payable to and distributed ratably among the holders of record of capital shares in proportion to the number of shares held and owned by each shareholder. Any liquidation of this Section shall not treat accumulated dividends as set forth in Section 1 that have not been distributed in any preferential manner.

Section 3. Voting Rights.

Except as otherwise provided by law the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding capital shares.

ARTICLE IX

RESTRICTION ON TRANSFER OF STOCK

Shares of capital stock of this corporation shall be issued initially to the following person and in the amount set opposite his name.

Wolfgang Krapf 500 Shares

ARTICLE X

SHAREHOLDERS QUORUM AND VOTING

All of the shares entitled to vote shall constitute a quorum at a meeting of shareholders. If a quorum is present, the affirmative vote of all of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

ARTICLE XI

INCORPORATORS

The name and address of the Corporation's incorporator is Rick S. Cullen, Esquire, 2295 Corporate Boulevard, Suite 231, Boca Raton, Florida 33431.

ARTICLE XII

ADDRESS

The initial post office address of the principal office of this corporation in the State of Florida is 3501 West Vine Street, Suite 127, Kissimmee, Florida 34741.

The Board of Directors may from time to time move the principal office to any other address.

ARTICLE XIII

POWERS

This corporation shall have all of the corporate powers enumerated in the Florida GENERAL CORPORATION ACT, except this corporation shall not have the power to conduct business in violation of its Articles of Incorporation, By-Laws or any Stockholders Agreement on file with the Corporation.

ARTICLE XIV

DIRECTOR RESIDENCE AND COMPENSATION

Directors of this corporation need not be residents of the State of Florida. The shareholders of the corporation shall have exclusive authority to fix the compensation of the directors of this corporation.

ARTICLE XV

NAME OF CORPORATE OFFICER

Wolfgang Krapf

President/Treasurer

ARTICLE XV

DIRECTOR OF QUORUM AND VOTING

A majority of the directors shall constitute a quorum for a meeting of directors.

If a quorum is present, the affirmative vote of a majority of the directors present, or if a director or directors have abstained from voting because of an interest in the matter to be voted upon, the affirmative vote of 51% of the directors present and voting, shall be the act of the Board of Directors.

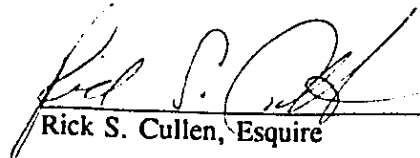
Provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE XVI

INDEMNIFICATION

The corporation shall indemnify its officers, directors and authorized agents for all liabilities incurred directly, indirectly or incidentally to services performed for the corporation, to the fullest extent permitted under Florida laws existing now or hereinafter enacted.



IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 30 day of MAR, 1995.


Rick S. Cullen, Esquire

STATE OF FLORIDA)
 :
COUNTY OF PALM BEACH)

BEFORE ME, the undersigned, a Notary Public, authorized to take acknowledgments in the State and County set forth above, personally appeared RICK S. CULLEN, ESQUIRE, personally known to me and known by me to be the person who executed the foregoing Articles and who acknowledged before me that he executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 30th
day of March, 1995.

 SHARON I. ROGERS
My Commission CC405346
Expires Sep. 08, 1998
Bonded by HAI
800-422-1565

Notary Public, State of Florida

My commission expires:

AT LARGE

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

INCOMPLIANCE WITH SECTION 48.901, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

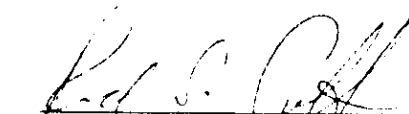
First, that HOLIDAYS AND DREAMS, INC., desiring to organize or qualify under the law of the State of Florida, with its principal place of business at Kissimmee, Florida, has named RICK S. CULLEN, ESQUIRE, located at 2295 Corporate Boulevard, Suite 231, Boca Raton, Florida 33431, as its agent to accept service of process within the State of Florida.



Corporate Officer

Dated: 3-31-95

HAVING BEEN NAMED to accept service of process for the above corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.



RICK S. CULLEN, ESQUIRE
Resident Agent

Dated: 3-31-95

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