

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8820
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 _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

RE: Destination Orlando, Inc.

	C.C. FEE.	DISBURSED
<input checked="" type="checkbox"/> Capital Express™		
<input checked="" type="checkbox"/> Art. of Inc. File		
<input type="checkbox"/> Corp. Record Search		
<input type="checkbox"/> Ltd. Partnership File		
<input type="checkbox"/> Foreign Corp. File		
<input checked="" type="checkbox"/> () Cert. Copy(s)		
<hr/>		
<input type="checkbox"/> Art. of Amend. File		
<input type="checkbox"/> Dissolution/Withdrawal		
<input type="checkbox"/> C U S-		
<input type="checkbox"/> Fictitious Name File		
<hr/>		
<input type="checkbox"/> Name Reservation		
<input type="checkbox"/> Annual Report/Reinstatement		
<input type="checkbox"/> Reg. Agent Service		
<input type="checkbox"/> Document Filing		
<hr/>		
<input type="checkbox"/> Corporate Kit		
<input type="checkbox"/> Vehicle Search		
<input type="checkbox"/> Driving Record		
<input type="checkbox"/> Document Retrieval		
<hr/>		
<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

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

WALK-IN Will Pick Up 3:21 11:00



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

95 MAR 21 1995
17

March 21, 1995

CAPITAL CONNECTION
P.O. BOX 10349
TALLAHASSEE, FL 32302

SUBJECT: DESTINATION ORLANDO, INC.
Ref. Number: W95000006222

We have received your document for DESTINATION ORLANDO, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation"); and the registered agent's signature.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6928.

Agnes Bundick
Corporate Specialist

Letter Number: 295A00012596

Corrected



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

March 22, 1995

CAPITAL CONNECTION
P.O. BOX 10349
TALLAHASSEE, FL 32302

SUBJECT: DESTINATION ORLANDO, INC.
Ref. Number: W95000006222

We have received your document for DESTINATION ORLANDO, INC.. However, the document has not been filed and is being returned for the following:

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6928.

Agnes Bundick
Corporate Specialist

Letter Number: 695A00012793

Corrected

ARTICLES OF INCORPORATION
OF

ORLANDO DESTINATIONS, INC.

The undersigned incorporator(s) for the purpose of forming a corporation under the Florida Business Corporation act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be: ORLANDO DESTINATIONS, INC.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

3501 West Vine Street
Suite 290
Kissimmee, Florida 34741

ARTICLE III CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

The Corporation is authorized to issue 100 shares of one dollar (\$1.00) par value common stock, which shall be designated Common Stock.

ARTICLE IV INITIAL REGISTERED AGENT(S) AND STREET ADDRESS

The name and address of the initial registered agent is:

Joseph Patrick Joyce
3501 West Vine Street
Kissimmee, Florida 34741

ARTICLE V
POWERS

The Corporation shall have power to:

- (a) have perpetual succession by its corporation name;
- (b) to sue and be sued, complain and defend in its corporate name in all actions or proceedings;
- (c) to have a corporate seal which may be altered at pleasure and to sue the same by causing it, or a facsimile thereof, to be impressed, affixed or in any other manner reproduced;
- (d) to purchase, take, receive, lease, or otherwise deal in and with real or personal property or any interest therein, wherever situated;

(e) to sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets;

(f) to lend money to and use its credit to assist its officers and employees to the full extent permitted by law;

(g) to purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporation, associations, partnerships or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district, or municipality or of any instrumentality thereof;

(h) to make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income;

(i) to lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested;

(j) to conduct its business, carry on its operations, and have offices and exercise the powers granted by the Florida General Corporation Act within or without the State of Florida;

(k) to elect or appoint officers and agents for the Corporation including teachers, administrative personnel and other persons and define their duties and fix their compensation;

(l) to make and alter bylaws, not inconsistent with these Articles of Incorporation and the laws of the State of Florida, for the administration and regulation of the affairs of the Corporation;

(m) to make donations for the public welfare or for charitable, scientific or educational purposes;

(n) to transact any lawful business which the Stockholders of the Corporation shall find will be in aid of governmental policy;

(o) to pay pensions and establish pension plans, profit sharing, stock bonus plans, health plans, medical plans, dental plans, insurance plans and other incentive or benefit plans for any or all of its stockholders, directors, officers and/or employees and for any or all of the directors, officers and employees of any subsidiaries it may have;


ARTICLE VI INCORPORATOR(S)

The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation is (are):

Joseph Patrick Joyce
3501 West Vine Street
Kissimmee, Florida 34741

The undersigned incorporator(s) has (have) executed these Articles of Incorporation this 13th day of March, 1995.

I hereby am familiar with and accept the responsibilities as registered agent for this corporation.


JOSEPH PATRICK JOYCE
Registered Agent

FILED
55 APR 13 AM 10:20
2000 VERMONT