

P95000034975

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

RE: Dream World Travel, Inc.

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 \$ _____

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 MAY -4 PM 1:44

W95-9266
AB 5/4/95

REQUEST TAKEN CONFIRMED APPROVED
DATE _____
TIME _____ CK No. _____
BY JW _____

WALK-IN Will Pick Up 5:2

	C.C. FEE.	DISBURSED
<input checked="" type="checkbox"/> Capital Express™		
<input 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)		
<input type="checkbox"/> Art. of Amend. File		
<input type="checkbox"/> Dissolution/Withdrawal		
C U S -	300001470673	-05/02/95--01078--005
<input type="checkbox"/> Fictitious Name File	****122.50	****122.50
<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		

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



FLORIDA DEPARTMENT OF STATE
Sandra B. Morthant
Secretary of State

May 2, 1995

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

SUBJECT: DREAM WORLD TRAVEL, INC.
Ref. Number: W95000009266

We have received your document for DREAM WORLD TRAVEL, 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):

A post office box is not an acceptable address for the registered agent.

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: 395A00021068

Corrected

ARTICLES OF INCORPORATION

OF

DREAM WORLD TRAVEL, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

95 MAY -4 PM 1:44

The undersigned, for the purposes of forming a corporation under the Florida General Corporation Act, as particularly set forth in Chapter 607, Florida Statutes, as last amended, hereby adopts the following Articles of Incorporation:

ARTICLE I. NAME

The name of the Corporation is: **DREAM WORLD TRAVEL, INC.**

ARTICLE II. DURATION

The duration of the Corporation is perpetual.

ARTICLE III. PURPOSE

The general purposes for which the Corporation is organized are the following:

- A. To engage in and transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act as last amended. No other purpose limits this general purpose in any way.
- B. To do such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them.

ARTICLE IV. CAPITAL STOCK

The aggregate number of shares which the Corporation is authorized to issue is ten thousand (10,000) shares of common stock. Such shares shall be of a single class and shall have a par value of One dollar (\$1.00) per share.

ORIGINAL

ARTICLE V. INITIAL REGISTERED OFFICE AND AGENT

The name of the initial registered agent of the corporation at its initial registered office and the street address of the initial Registered Office of the Corporation is:

<u>NAME</u>	<u>STREET ADDRESS OF REGISTERED OFFICE</u>
R. Scott Barker	2360 McGregor Blvd. Suite 1102 Fort Myers, Florida 33902

ARTICLE VI. ADDRESS OF PRINCIPAL OFFICE

The address of the principal office of the corporation, which is the corporation's mailing address is:

16681 McGregor Blvd., Suite #203
Kingston Square
Fort Myers, FL 33908

ARTICLE VII. INITIAL BOARD OF DIRECTORS

The number of Directors constituting the initial Board of Directors is two. The number of Directors may be increased or decreased from time to time in accordance with the Bylaws but shall never be less than one. The name and address of the initial director of the Corporation is

<u>NAME</u>	<u>ADDRESS</u>
Joan T. Youngquist, President/Vice President	16418 Rainbow Meadows Circle Fort Myers, Florida 33908
Janet Williams, Secretary/Treasurer	16001 Dublin Circle Fort Myers, Florida 33908

ARTICLE VII. INCORPORATOR

The name and address of the Incorporator signing these Articles of Incorporation is as follows:

<u>NAME</u>	<u>ADDRESS</u>
Joan T. Youngquist	16418 Rainbow Meadows Circle Fort Myers, Florida 33908

ARTICLE VIII. AMENDMENT

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them. Any right conferred upon the Shareholders is also subject to this reservation of the right to amend or repeal.

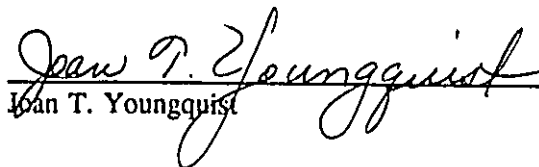
ARTICLE IX. INDEMNIFICATION

The Corporation shall indemnify each Officer and Director, including former Officers and former Directors, to the full extent permitted by law.

ARTICLE X. BYLAWS

The power to adopt, alter amend and repeal the Bylaws shall be vested in the Board of Directors of the Corporation, but all alterations, amendments and repeals of the Bylaws must be approved by a majority of the Shareholders.

IN WITNESS WHEREOF, the person executing these Articles of Incorporation has caused her hand to be set this 29th day of April 1995.


Joan T. Youngquist

STATE OF FLORIDA)
COUNTY OF LEE)

The foregoing instrument was acknowledged before me by Joan T. Youngquist, who is personally known to me.

Witness my hand and official seal in the County and State named above this 29th day of April, 1995.



Richard S. Barker
Notary Public

My Commission expires:



OFFICIAL SEAL
RICHARD S. BARKER
My Commission Expires
May 20, 1996
Comm. No. CC 202758

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

FILED
SECRETARY OF STATE
DIVISION OF CORPORATION
95 MAY -4 PM 1:45

Having been named to accept service of process for **DREAM WORLD TRAVEL, INC.**, at the place designated in the Articles of Incorporation, **R. SCOTT BARKER**, the Registered Agent named in said Articles of Incorporation, agrees to act in this capacity and agrees to comply with the provisions of Chapter 48.091, Florida Statutes, as last amended, relative to keeping said office open.

DATED this 29 day of April, 1995.



R. SCOTT BARKER
Registered Agent for
DREAM WORLD TRAVEL, INC.

48.091 Corporations; designation of registered agent and registered office.

(1) Every Florida corporation and every foreign corporation now qualified or hereafter qualifying to transact business in this state shall designate a registered agent and registered office in accordance with chapter 607.

(2) Every corporation shall keep the registered office open from 10 a.m. to 12 noon each day except Saturdays, Sundays, and legal holidays, and shall keep one or more registered agents on whom process may be served at the office during these hours. The corporation shall keep a sign posted in the office in some conspicuous place designating the name of the corporation and the name of its registered agent on whom process may be served.

ORIGINAL