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REFERENCE: 655022

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AUTHORIZATION :

COST LIMIT : \$ 70.00 Paturia. Print

ORDER DATE : August 7, 1995

ORDER TIME : 2:39 PM

ORDER NO. : 655022

CUSTOMER NO:

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CUSTOMER: Merrill Bookstein, Esq

MERRILL BOOKSTEIN, ESQ

107 Southwest 6th Street

Fort Lauderdale, FL 33301

DOMESTIC FILING

NAME:

GREAT ESCAPES OF FT. LAUDERDALE, INC.

XX ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

_ CERTIFIED COPY PLAIN STAMPED COPY CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Unaesigned

EXAMINER'S INITIALS: J. BROWN AUG - 8 1995

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TALLAMASSEE, FILORIDA

ARTICLES OF INCORPORATION

OF

GREAT ESCAPES OF FT. LAUDERDALE, INC.

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

GREAT ESCAPES OF FT. LAUDERDALE, INC.

The address of the principal office of this corporation shall be 107 Southwest 6th Street, Fort Lauderdale, Florida 33301, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transac: in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having \$1.00 par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 1201 Hays Street, Tallahassee, Florida 32301, and the name of the initial registered agent of the corporation at that address is Corporation Service Company.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have two Directors, initially. The names and addresses of the initial members of the Board of Directors are:

Lawrence Farber Dir.

107 Southwest 6th Street Fort Lauderdale, Florida 33301

Greg Conner Dir.

Same

ARTICLE VII. OFFICERS

The name and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

Lawrence Farber Pres.

107 Southwest 6th Street Fort Lauderdale, Florida 33301

Greg Conner V. Pres. / Sec.

Same

ARTICLE VIII. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation:

Corporation Service Company 1201 Hays Street Tallahassee, Florida 32301

IN WITNESS WHEREOF, the undersigned agent of Corporation Service Company, has hereunto set their hand and seal of Corporation Service Company on August 7, 1995.

CORPORATION SERVICE COMPANY

By: Kur Kur R. Duhlap

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GNATED 1476

ACCEPTANCE OF REGISTERED AGENT DESIGNATED IN ARTICLES OF INCORPORATION

Corporation Service Company, a Delaware corporation authorized to transact business in this State, having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the chligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

CORPORATION SERVICE COMPANY

GMC/MJP