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DIVISION OF CORPORATIONS

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TO: DIVISION OF CORPORATIONS

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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: LEISURE ACTIVITIES CORP. OF AMERICA

FAX AUDIT NUMBER: H95000010324

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**ARTICLES OF INCORPORATION
OF
LEISURE ACTIVITIES CORP. OF AMERICA**

ARTICLE 1: NAME AND MAILING ADDRESS

The name of this Corporation is LEISURE ACTIVITIES CORP. OF AMERICA, and its principal office or mailing address is 6036 Central Avenue, St. Petersburg, Florida 33707.

ARTICLE 2: DURATION

This Corporation shall exist perpetually, commencing as of the date of acceptance and filing of these Articles by the Secretary of State of the State of Florida.

ARTICLE 3: PURPOSE

This Corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE 4: CAPITAL STOCK

This Corporation is authorized to issue 10,000 shares of \$.01 par value common stock.

ARTICLE 5: INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 6036 Central Avenue, St. Petersburg, FL 33707, and the name of the initial registered agent is Lloyd D. Crossman.

ARTICLE 6: INITIAL BOARD OF DIRECTORS

This Corporation initially shall have two directors. The number of directors may be either increased or diminished from time to time as provided in the Bylaws but shall never be less than one. The name and address of the initial directors of this Corporation are:

<u>NAME</u>	<u>ADDRESS</u>
Lloyd D. Crossman	6036 Central Avenue St. Petersburg, FL 33707
Douglas M. Brown	3765 Oak Grove Drive Sarasota, FL 34243
Robert Kapusta, Jr., Esq. Fisher & Sauls, P.A. P.O. Box 387 St. Petersburg, FL 33731 813/822-2033 FBN 441538	

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ARTICLE 7: INCORPORATOR

The name and address of each person signing these Articles is:

NAME**ADDRESS**

Lloyd D. Crossman

6036 Central Avenue
St. Petersburg, FL 33707FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA**ARTICLE 8: INDEMNIFICATION**

The Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

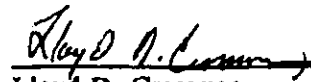
ARTICLE 9: BYLAWS

The initial Bylaws shall be adopted by the Board of Directors. The power to alter, amend or repeal the Bylaws or adopt new Bylaws is vested in the Board of Directors, subject to repeal or change by action of the shareholders.

ARTICLE 10: AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 14th day of September, 1995.


Lloyd D. Crossman
"Incorporator"

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above-named corporation at a place designated in these Articles of Incorporation, I hereby accept to act in this capacity, and agree to comply with the provisions of Chapter 48.091, Florida Statutes, relative to keeping open said office for service of process.

Dated this 14th day of September, 1995.


Lloyd D. Crossman, Registered Agent