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MELBOURNE FINANCIAL CENTER
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1000 WEST NEW HAVEN AVENUE
MELBOURNE, FLORIDA 32904

(407) 470-0044
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BRURY TO

Titusville

P96000008063
January 5, 1996

VI. HAND DELIVERY

Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

2000016918492
-01725796--010743--025
****122.50 ****122.50

RE: Incorporation for TBL, INC.
My File: 6CO-001

Dear Sir or Madam:

Enclosed are the original Articles of Incorporation and Certificate Designating Place of Business or Domicile for the Service of Process within Florida regarding TBL, INC. Also enclosed is a copy of the Articles of Incorporation for certification and this firm's check in the amount of \$122.50 as payment for filing and certified copy.

Thank you for your assistance in this matter. If you have any questions or comments, please contact the undersigned.

Very truly yours,

VICTOR J. FAENZA

VJF/kdps
Enclosures

FILED RECEIVED
56 JUN 25 PM 9:56 JUN 25 PM 12:56
SECRETARY OF STATE
DIVISION OF CORPORATION
TALLAHASSEE, FLORIDA

[Handwritten signature]

ARTICLES OF INCORPORATION
OF
TBL DESTINATIONS, INC.

FILED
96 JAN 25 PM 3:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, the undersigned, hereby make, subscribe, acknowledge and file with the Secretary of State of the State of Florida these Articles of Incorporation for the purpose of forming a corporation for profit in accordance with the laws of the State of Florida.

ARTICLE I

NAME

The name of this corporation shall be:
TBL DESTINATIONS, INC.

ARTICLE II

Existence of Corporation

This corporation shall begin existence on January 25, 1996, and shall have perpetual existence.

ARTICLE III

Purposes

The general nature of the business to be transacted by this corporation and the general purposes for which the corporation is organized shall be sales, and to engage in any and all businesses and matters incidental to or connected with the foregoing in any manner or way whatsoever. Furthermore, the corporation may engage in the transaction of any or all lawful businesses for which corporations may be incorporated under the laws of the State of Florida.

ARTICLE IV

General Powers

The corporation shall have power:

(a) To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced.

(b) To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use and otherwise deal in and with real or personal property or any interest therein, wherever situated.

(c) 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.

(d) To lend money to, and use its credit to assist, its officers and employees in accordance with Section 607.0833, Florida Statutes.

(e) 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 corporations, 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.

(f) To make contract 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.

(g) 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.

(h) To conduct its business, carry on its operations, and have offices and exercise the powers granted by this act within or without this state.

(i) To elect or appoint officers and agents of the corporation and define their duties and fix their compensation.

(j) To make and alter bylaws, not inconsistent with its Articles of Incorporation or with the laws of the State of Florida, for the administration and regulation of the affairs of the corporation.

(k) To make donations for the public welfare or for charitable, scientific, or educational purposes.

(l) To transact any lawful business which the Board of Directors shall find will be in aid of corporate policy.

(m) To pay pensions and establish and carry out pension plans, profit sharing plans, stock bonus plans, stock option plans, retirement plans, benefit plans, and other incentive and compensation plans for any or all of the directors, officers and employees of its subsidiaries.

(n) To provide insurance for its benefit on the life of any of its directors, officers, or employees, or on the life of any shareholder for the purpose of acquiring at his death shares of its stock owned by the shareholder or by the spouse or children of the shareholder.

(o) To be a promoter, incorporator, general partner, limited partner, member, associate, or manager of any corporation, partnership, limited partnership, joint venture, trust, or other enterprise.

(p) To have and exercise all powers necessary or convenient to effect its purposes.

ARTICLE V

Capital Stock

(a) The total number of shares of capital stock authorized to be issued by the corporation shall be 1000 shares having a par value of \$1.00 per share. Each of the said shares of stock shall entitle the holder thereof to one (1) vote at any meeting of the stockholders. All or any part of said capital stock may be paid for in cash, in property or in labor or services actually performed for the corporation and valued at a fair valuation to be fixed by the Board of Directors at a meeting called for such purpose. All stock when issued shall be paid for and shall be nonassessable.

ARTICLE VI

Preemptive Rights

The stockholders of the corporation shall have the preemptive right to subscribe for and purchase their proportionate shares of any additional stock issued by the corporation, from and after the issuance of the shares originally subscribed for by the stockholders of this corporation, whether such additional shares be issued for cash, property, services or any other consideration, and whether or not such shares be presently authorized or be authorized by subsequent amendment to these Articles of Incorporation.

ARTICLE VII

Registered Office Principal Address and Registered Agent

The principal address of the corporation is 3750 Oakhill Drive, Titusville, Brevard County, Florida 32780, and the name of the corporation's initial registered agent is ROBERT J. BOZZA, whose address is 212 Nemo Circle, N.E., Palm Bay, Florida 32907. The corporation may change its registered office or its registered

agent or both by filing with the Department of State of the State of Florida a statement complying with Section 607.0502, Florida Statutes.

ARTICLE VIII

Initial Board of Directors

The number of directors constituting the Initial Board of Directors shall be three (3), and the name and address of the persons who are to serve as the members thereof are as follows:

Name	Address
AMADEO F. TOMAINI, JR.	3750 Oakhill Drive Titusville, Florida 32780
ROBERT J. BOZZA	212 Nemo Circle, N.E. Palm Bay, Florida 32907
ALDO E. LEOFANTI	2700 Croton Road, Apt. 214 Melbourne, Florida 32935

ARTICLE IX

Amendment of Articles of Incorporation

The corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon the stockholders herein are subject to this reservation.

ARTICLE X

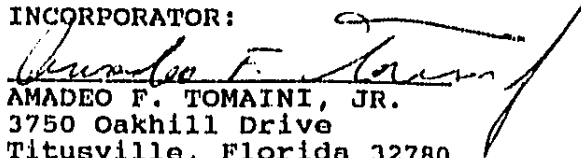
Indemnification

The Corporation shall indemnify, or advance reasonable expenses, to the fullest extent authorized or permitted by the Florida General Corporation Act, any person made, or threatened to be made, a party to any action, suit or proceeding by reason of the fact that he (i) is or was a director of the Corporation; (ii) is or was serving at the request of the Corporation as a director of another corporation; (iii) is or was an officer of the Corporation, provided that he is or was at the time a director of the Corporation or a director of such other corporation, serving at the request of the Corporation. Unless otherwise expressly prohibited by the Florida General Corporation Act, and except as otherwise provided in the foregoing sentence, the Board of Directors of the Corporation shall have the sole and exclusive discretion, on such terms and conditions as it shall determine, to

indemnify, or advance expenses to, any person made, or threatened to be made, a party to any action, suit, or proceeding by reason of the fact that he is or was an officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as an officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise. No person falling within the purview of the foregoing sentence may apply for indemnification or advancement of expenses to any court of competent jurisdiction.


IN WITNESS WHEREOF, I, the undersigned, have executed these Articles for the uses and purposes therein stated.

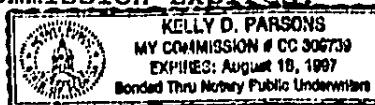
INCORPORATOR:


AMADEO F. TOMAINI, JR.
3750 Oakhill Drive
Titusville, Florida 32780

STATE OF FLORIDA
COUNTY OF BREVARD

The foregoing instrument was acknowledged before me this 24th day of January, 1996, by AMADEO F. TOMAINI, JR., who is personally known to me and who did take an oath.

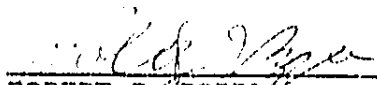

Notary Public - State of Florida
My Commission Expires:



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

In compliance with Section 48.091, Florida Statutes, the following is submitted:

TBL
DESTINATIONS, INC., with its principal place of business at City of Titusville, County of Brevard, State of Florida, has named ROBERT J. BOZZA whose address is 212 Nemo Circle, N.E., Palm Bay, FL 32907, County of Brevard, State of Florida, as its agent to accept service of process within Florida.



ROBERT J. BOZZA

Date: 1/24/96

Having been named to accept service of process for the above-stated 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.



ROBERT J. BOZZA

Date: 1/24/96

96 JAN 25 PM 3:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

TBL DESTINATIONS, INC.

3910 S. Washington Avenue

Suite 204 - C

Titusville, FL 32780

(407) 269-8155

(407) 383-8209 (FAX)

PA 600008063

FLORIDA DEPARTMENT OF STATE

New Filings Section

P. O. BOX 6327

Tallahassee, FL 32314

December 27, 1996

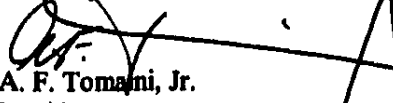
To whom it may concern:

Please be advised that the mailing address of TBL DESTINATIONS, INC. has been changed to:

TBL Destinations, Inc.
3910 S. Washington Avenue
Suite 204 C
Titusville, FL 32780

Please send all future mailings to the new address.

Sincerely,


A. F. Tomami, Jr.
President

15/17