

P96000027279

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

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 \$ _____

Handwritten signature/initials

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

WALK-IN Will Pick Up 3/28 12:00

RE: Villages FIVE 1
Company 96 MAR 20 AM 11:50

SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

- Capital Express™
- Art. of Inc. File
- Corp. Record Search
- Ltd. Partnership File
- Foreign Corp. File
- () Cert. Copy(s)
- Art. of Amend. File
- Dissolution/Withdrawal
- C U B
- Fictitious Name File
- Name Reservation
- Annual Report/Reinstatement
- Reg. Agent Service
- Document Filing
- Corporate Kit
- Vehicle Search
- Driving Record
- Document Retrieval
- UCC 1 or 3 File
- UCC 11 Search
- UCC 11 Retrieval
- File No.'s, _____ Copies
- Courier Service
- Shipping/Handling
- Phone () _____
- Top Priority
- Express Mail Prop. _____
- FAX () _____ pgs.

400001760944
 -03/28/96--01048--022
 ****122.50 ****122.50

SUBTOTALS _____

FEE.....	_____
DISBURSED.....	_____
SURCHARGE.....	_____
TAX on corporate supplies.....	\$ _____
SUBTOTAL.....	\$ _____
PREPAID.....	\$ _____
BALANCE DUE.....	\$ _____
_____	\$ _____

DIVISION OF CORPORATIONS
 96 MAR 20 AM 10:02
 RECEIVED

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

FILED

96 MAR 28 AM 11:50

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
VILLAGES TRAVEL COMPANY.**

The undersigned, acting as incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation:

ARTICLE I. NAME

The name of this corporation is VILLAGES TRAVEL COMPANY.

**ARTICLE II. PRINCIPAL OFFICE OR MAILING
ADDRESS OF CORPORATION**

The principal office and mailing address of this corporation is: 1100 Main Street, Lady Lake, Florida 32159

ARTICLE III. CAPITAL STOCK

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

Five thousand (5,000) shares of common stock
all of one class, having a nominal or par
value of ONE DOLLAR (\$1.00) per share.

ARTICLE IV. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 1000 West Main Street, Leesburg, Florida 34748, and the name of the initial registered agent of this corporation at that address is R. Dewey Burnsed.

ARTICLE V. INCORPORATOR


The name and address of the person signing these Articles of Incorporation is R. Dewey Burnsed, 1000 West Main Street, Leesburg, Florida 34748.

ARTICLE VI. AMENDMENT

FILED

This corporation reserves the right to amend or change any provisions contained in these Articles of Incorporation, for any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.


IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 21 day of March, 1996.



R. Dewey Burnsed, Incorporator

ACCEPTANCE BY REGISTERED AGENT:

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATION OF MY POSITION AS REGISTERED AGENT.



R. Dewey Burnsed

STATE OF FLORIDA
COUNTY OF LAKE

The foregoing instrument was acknowledged before me this 27
day of March, 1996, by R. DEWEY BURNSED, Incorporator, who did not
take an oath.

Jeanie M. Sharpe

[SEAL]

NOTARY PUBLIC-STATE OF FLORIDA
(Signature of Notary)

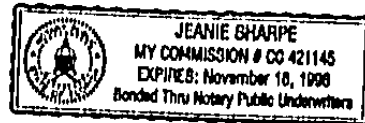
Jeanie M. Sharpe
Typed name of Notary)

CC 421145
(Commission Number)

Personally known or
Produced Identification

Type of Identification
Produced: _____

j/corpform/sports.art



P96000027279

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: Sunshine Leasing Company, 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 \$ _____

UPS delayed by fog. Should have been delivered on 12/31/96.

	C.C. FEE.	DISBURSED
<input 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 checked="" type="checkbox"/> Art. of Amend. File		
<input type="checkbox"/> Dissolution/Withdrawal		
<input type="checkbox"/> C U S -		
<input type="checkbox"/> Fictitious Name File		
<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		

SECRETARY OF STATE
 TEL: 904-224-8870
 FAX: 904-222-1222
 96 DEC 31 PM 3:54
 97 JAN 2 AM 10:02

RECEIVED
 96 DEC 31 PM 3:54
 97 JAN 2 AM 10:02

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

..... **N. HENDRICKS** JAN -- 2 - 1997

REQUEST	TAKEN	CONFIRMED	APPROVED
DATE			
TIME			CK No. _____
BY	<i>Am</i>		

WALK-IN Will Pick Up 112 12:00

**ARTICLES OF MERGER
Merger Sheet**

.....
MERGING:

SUNSHINE LEASING COMPANY, INC., A FLORIDA CORPORATION, V29564

INTO

VILLAGES TRAVEL COMPANY, a Florida corporation, P96000027279

File date: December 31, 1996

Corporate Specialist: Nancy Hendricks

ARTICLES OF MERGER

FILED
96 DEC 31 PM 3:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED HEREBY CERTIFY that the following Plan of Merger was adopted, on December 26, 1996, by unanimous written consent of the shareholders and directors of VILLAGES TRAVEL COMPANY, a Florida corporation, the surviving corporation, and SUNSHINE LEASING COMPANY, INC., a Florida corporation, the merged corporation:

**PLAN OF MERGER
of
SUNSHINE LEASING COMPANY, INC.
into
VILLAGES TRAVEL COMPANY**

1. The names of the merging corporations are SUNSHINE LEASING COMPANY, INC., a Florida corporation, and VILLAGES TRAVEL COMPANY, a Florida corporation. The surviving corporation will be VILLAGES TRAVEL COMPANY.

2. H. GARY MORSE is the sole shareholder, the president and the sole director of SUNSHINE LEASING COMPANY, INC. He owns all 500 shares of the common stock of that company.


3. The MARK MORSE IRREVOCABLE TRUST, the JENNIFER BOONE IRREVOCABLE TRUST and the TRACY MATHEWS IRREVOCABLE TRUST are all of the shareholders of SUNSHINE LEASING COMPANY, INC., each owning one-third of the 999.5 outstanding shares of common stock.

4. At the time of the merger, the shareholder's equity in SUNSHINE LEASING COMPANY, INC. will have a value equal to one percent (1%) of the shareholders' equity in VILLAGES TRAVEL COMPANY. Accordingly, H. GARY MORSE will exchange his stock of SUNSHINE LEASING COMPANY, INC. for one percent of the stock of


VILLAGES TRAVEL COMPANY, and the present shareholders of VILLAGES TRAVEL COMPANY shall each retain one-third of the other ninety-nine percent (99%) of the stock of VILLAGES TRAVEL COMPANY after the merger.

5. The effective date of the merger will be December 31, 1996.

THE UNDERSIGNED further hereby certify that the said written consents remain in full force and effect as of this 26 day of December, 1996.



JOHN WISE, Secretary
VILLAGES TRAVEL COMPANY



R. DEWEY BURNSSED, Secretary
SUNSHINE LEASING COMPANY,
INC.

P96000027279

McLin Burnsed Morrison
Johnson Newman & Roy PROFESSIONAL ASSOCIATION
ATTORNEYS AT LAW

R. ...
Christine V. ...
Stephen W. Johnson
Walker S. McLin, III
G. Michael Mahoney
Fred A. Morrison
Richard P. Newman
John R. Reid, Jr.
Steven M. Roy
Philip S. Smith

March 27, 1997

Division of Corporations
Department of State
Attn: Susan Payne, Supervisor
P. O. Box 6327
Tallahassee, FL 32301

FILED STATIONS
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
9 APR - 8 PM 2:38

Re: **Certified Copies of the Articles of Amendment
of VILLAGES TRAVEL COMPANY
Chater No: P96000027279**

Dear Ms. Payne:

Find enclosed our firm's check in the amount of \$35.00, to cover the following fees of your office.

Articles of Amendment

35.00

800002138118--3
-04/09/97--01097--001
*****35.00 *****35.00

Please get us one certified copy of the Articles of Amendment. Please endorse your approval on the copy, certify the same and return it to us.

Thank you for your attention to this matter.

Sincerely,

Jeanie M. Sharpe
Jeanie M. Sharpe

FILES 35
R. AGENT _____
CERT. COPY _____
CUS _____
OVERPAYMENT _____
TOTAL 35

:jms
encs
j/corpform/amend.ltr

* Called - Sent PC
not enough for CC

Amendment
SP

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 APR -8 PM 2:38

ARTICLES OF AMENDMENT
TO
VILLAGES TRAVEL COMPANY

THE UNDERSIGNED HEREBY CERTIFY that there was a Plan of Merger adopted on December 26, 1996, by unanimous written consent of the shareholders and directors of VILLAGES TRAVEL COMPANY, a Florida Corporation, the surviving corporation, and SUNSHINE LEASING COMPANY, INC., a Florida Corporation, the merged corporation, and filed with the Secretary of State on December 31, 1996 at 3:54 p.m.

1. The Plan of Merger contained an error in Paragraph 3, in that the MARK MORSE IRREVOCABLE TRUST, the JENNIFER BOONE IRREVOCABLE TRUST and the TRACY MATHEWS IRREVOCABLE TRUST were set forth as all of the shareholders of SUNSHINE LEASING COMPANY, INC.

2. Paragraph 3 of the Plan of Merger is hereby amended to read as follows:

"3. The MARK MORSE IRREVOCABLE TRUST, the JENNIFER BOONE IRREVOCABLE TRUST and the TRACY MATHEWS IRREVOCABLE TRUST are all of the shareholders of VILLAGES TRAVEL COMPANY, each owning one-third of the 999.5 outstanding shares of common stock."

This amendment was adopted by the corporation by a vote sufficient for approval on March 16, 1997.

VILLAGES TRAVEL COMPANY

(SEAL)

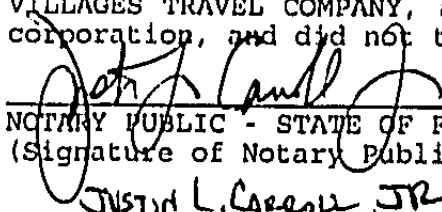
By:

John Wise

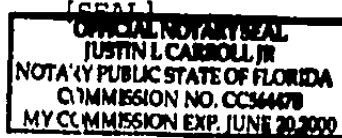
John Wise, Secretary/Treasurer

STATE OF FLORIDA
COUNTY OF LAKE

The foregoing instrument was acknowledged before me this 26th
day of March, 1997, by John Wise, as Secretary/Treasurer of
VILLAGES TRAVEL COMPANY, a Florida Corporation, on behalf of the
corporation, and did not take an oath.


NOTARY PUBLIC - STATE OF FLORIDA
(Signature of Notary Public)

Justin L. Carroll, Jr.
(Print Name of Notary Public)



(Serial/Comm. Number)

Personally known or Produced Identification

Type of Identification Produced: _____

john\smr\amend.vls