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DCW  
ATTORNEYS AT LAW

D E N T , C O O K & W E B E R

P. O. Box 3269 • SARASOTA, FLORIDA 34230 • (941) 952-1070 • FACSIMILE (941) 952-1094

DENT & COOK, P.A.  
JOHN C. DENT, JR.  
JOHN F. COOK  
ROBERT K. ROBINSON  
JOHN W. CHAPMAN, JR.  
J. EDWARD WEBER, P.A.

March 20, 1996

Secretary of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32399

200001754702  
-03/22/96--01082--014  
\*\*\*\$122.50 \*\*\*\$122.50

Re: ECHOPLEX VACATION HELPERS, INC.  
Our File No: C72-4182

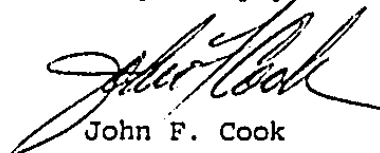
Dear Sir or Madam:

Enclosed please find Articles of Incorporation of Echoplex Vacation Helpers, Inc. for filing, together with a copy for certifying.

Also, enclosed is our firm's check in the amount of \$122.50 representing filing fees - \$35.00, certified copy - \$52.50 and registered agent designation - \$35.00.

Please forward the Certificate of Incorporation, together with certified copy of the Articles of Incorporation to the undersigned at your earliest opportunity.

Very truly yours,

  
John F. Cook

JFC/mc

Enclosures

cc: Joe and Bonnie Cyr

MAR 28 1996

BSB

FILED  
96 MAR 22 PM 5:13  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF  
ECHOPLEX VACATION HELPERS, INC.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE I. NAME.

The name of the corporation shall be ECHOPLEX VACATION HELPERS, INC.

ARTICLE II.

PRINCIPAL OFFICE AND MAILING ADDRESS

The address of the principal office of the corporation as well as the mailing address of the corporation is:

1743 Independence Boulevard  
Suite D-5  
Sarasota, Florida 34234

ARTICLE III. CAPITAL STOCK.

The corporation is authorized to issue, in one class, 10,000 shares of \$1.00 par value common stock which shall be designated "Common Shares".

ARTICLE IV. INITIAL REGISTERED OFFICE AND AGENT.

The street address of the corporation's initial registered office is 330 South Orange Avenue, Sarasota, Florida 34236 and the name of the corporation's initial registered agent at that address is John F. Cook, Esq.

ARTICLE V. INCORPORATOR.

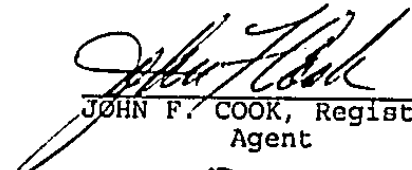
The name and address of the incorporator is:

John F. Cook, Esq.  
330 South Orange Avenue  
Sarasota, Florida 34236

Dated this 29th day of January, 1996.

  
JOHN F. COOK, Incorporator

Having been designated and appointed to act as registered agent and to accept service of process for and on behalf of the above stated corporation, at the place designated in this certificate, I hereby state that I am familiar with and accept the obligations of registered agent for the corporation and accept the appointment to such position, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

  
JOHN F. COOK, Registered  
Agent  
Dated: January 29, 1996

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TALLAHASSEE, FLORIDA