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LAW OFFICES OF
McLEAN & SCHECHT, P.A.

Nell S. Schecht*
Kevin A. McLean
Robert E. Sharbaugh

One Urban Centre
4030 West Kennedy Boulevard
Suite 200
Tampa, Florida 33609
(813) 206-4000
FAX (813) 206-4070

*ALSO ADMITTED IN ILLINOIS

April 4, 1996

Secretary of State
Division of Corporations
Filing Department
Post Office Box 6327
Tallahassee, Florida 32314

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-04/09/96--01085--016
****122.50 ****122.50

Re: Don's Destinations, Inc.
Our File No.: 96-1979

Dear Clerk:

Enclosed herewith please find the original and one copy of the Articles of Incorporation of Don's Destinations, Inc.

I have also enclosed our check in the amount of \$122.50 representing the filing fee.

Please return the certified copy of the Articles of Incorporation to this undersigned and should you have any questions, please do not hesitate to call. Thank you.

Sincerely,

Peggy Moran

Peggy Moran, CLA
Paralegal

MGM/mgm
enclosures

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 APR -8 AM 11:36

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ARTICLES OF INCORPORATION
OF
DON'S DESTINATIONS, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

96 APR -8 AM 11:36

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, do hereby adopt the following Articles of Incorporation:

ARTICLE I - NAME

The name of the corporation is Don's Destinations, Inc.

ARTICLE II - DURATION

The duration of the Corporation shall be perpetual.

ARTICLE III - PURPOSE

The general purpose for which the corporation is organized is to transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act.

ARTICLE IV - CAPITALIZATION

The aggregate number of shares which the corporation is authorized to issue is one thousand (1,000). Such shares shall be of a single class, and shall have a par value of One (\$1.00) Dollar.

ARTICLE V - REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 4830 W. Kennedy Blvd., Suite 280, Tampa, Florida 33609 and the name of the initial registered agent at such address is Neil S. Schecht.

ARTICLE VI - PRINCIPAL OFFICE

The principal office of the corporation is 3101 Verdant Ct. #204, Tampa, Florida 33629.

ARTICLE VII - DIRECTORS

The number of directors constituting the initial board of directors of the corporation is one (1). The name and address of each person who is to serve as a member of the initial board of directors is:

<u>Name</u>	<u>Address</u>
Donald Baglivo	3101 Verdant Ct. #204, Tampa, FL 33629

ARTICLE VIII - INCORPORATORS

The name and address of the person signing these Articles of Incorporation is:

<u>Name</u>	<u>Address</u>
Neil S. Schecht	4830 W. Kennedy Blvd., Suite 280 Tampa, Florida 33609

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 4th day of April, 1996.



NEIL S. SCHECHT, INCORPORATOR

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

BEFORE ME, the undersigned authority, personally appeared NEIL S. SCHECHT, known to me to be the person who executed the foregoing Articles of Incorporation, who is personally known to me and he acknowledged before me that he executed these Articles of Incorporation.

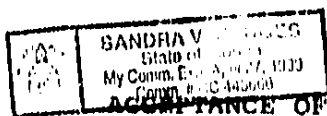
IN WITNESS WHEREOF, I have hereunto set my hand and official

now, in the State and County aforesaid, this 4th day of April,
1996.


NOTARY PUBLIC, STATE OF FLORIDA

SANDRA V. HEDGES

My commission expires:



ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for Don's
Destinations, Inc., at the place designated in the Articles of
Incorporation, NEIL S. SCHECHT agrees to act in this capacity, and
agrees to comply with the provisions of Section 48.091 relative to
keeping open said office.

DATED this 4th day of April, 1996.


NEIL S. SCHECHT

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