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MAILING ADDRESS:
P. O. BOX 833
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May 22, 1996

26 MAY 24 AM 10:49

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

WRITER'S DIRECT DIAL

Division of Corporations
Department of State
409 East Gaines Street
Post Office Box 6327
Tallahassee, Florida 32314

000001838540
-05/24/96--01052--009
****122.50 ****122.50

Subject: Lake Buena Vista Venture II, Inc.

Gentlemen:

Enclosed please find the following in connection with the incorporation of Lake Buena Vista Venture II Inc.:

1. Articles of Incorporation and copy for certification; and
2. A check in the amount of \$122.50 to cover the following items:
(a) \$35.00 for filing fee; (b) \$35.00 for designation of
Registered Agent; and (c) \$52.50 for one certified copy.

Your assistance in this matter is appreciated. Should you have any questions or comments regarding the above, please do not hesitate to contact me.

Very truly yours,

M. J. Spear

Mrs. Marlis J. Spear
Legal Assistant

/mjs
Enclosures
cc: A Guy Neff, Esq.
FATACR1ALTR1241

PH 5/31/96

ARTICLES OF INCORPORATION
OF
LAKE BUENA VISTA VENTURE II, INC.

96 MAY 26 AM 10:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator delivers these Articles of Incorporation in order to form a corporation under the Florida Business Corporation Act.

ARTICLE I

Name

The name of the Corporation shall be Lake Buena Vista Venture II, Inc.

ARTICLE II

Principal Office

The principal office of the Corporation is located at 251 South Atlantic Avenue, Ormond Beach, Florida 32174, and its mailing address is the same.

ARTICLE III

Corporate Purposes, Power and Rights

The purpose of the Corporation is to engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV

Duration of the Corporation

Existence of the Corporation shall commence on the date all fees are paid and these Articles of Incorporation are filed by the Secretary of State and the Corporation shall exist perpetually unless dissolved according to law.

ARTICLE V

Authorized Stock

The total number of shares of capital stock which the Corporation has the authority to issue is 10,000 shares of Common Stock, with a \$1.00 par value per share.

ARTICLE VI

Registered Office and Registered Agent

The street address of the initial registered office of the Corporation in the State of Florida shall be 3956 West Colonial Drive, Orlando, Florida 32808. The initial registered agent of the Corporation at the registered office shall be Anil Valbh.

ARTICLE VII

Initial Board of Directors

The initial Board of Directors shall consist of two (2) directors. The names and addresses of the persons who shall serve as directors of the Corporation until the first meeting of shareholders are:

<u>Name</u>	<u>Address</u>
Dipak D. Jobalia	251 South Atlantic Avenue Ormond Beach, Florida 32174
Anil Valbh	3956 West Colonial Drive Orlando, Florida 32808

ARTICLE VIII

Incorporator

The name and address of the incorporator the Corporation is:


<u>Name</u>	<u>Address</u>
Anil Valbh	3956 West Colonial Drive Orlando, Florida 32808

Executed this 17th day of May, 1996.


Anil Valbh, Incorporator
JULY 24 10:00 AM '96
TALLAHASSEE, FLORIDA

ACCEPTANCE OF 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as Registered Agent.


Anil Valbh,
Registered Agent

Date: May 17, 1996

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MAQUIER, VOORHEES & WELLS, P.A.

Attorneys at Law

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ORLANDO, FLORIDA 32808

WRITER'S DIRECT DIAL

September 23, 1996

200001955222
-09/24/96--01146--006
*****43.75 *****43.75

VIA: COURIER

Division of Corporations
Department of State
409 East Gaines Street
Post Office Box 6327
Tallahassee, Florida 32314

Subject: Lake Buena Vista Venture II, Inc.

Gentlemen:

Enclosed please find the following concerning the above-referenced corporation:

1. Original and one copy of Articles of Amendment; and
2. A check in the amount of \$43.75 in payment of the filing fee and the cost of a Certificate of Status.

Please file the original, date-stamp the photocopy with the filing information and return it to me, together with a Certificate of Status, for our file.

Your assistance in this matter is appreciated. Should you have any questions or comments regarding the above, please do not hesitate to contact me.

Very truly yours,

M. Marlis J. Spear

Mrs. Marlis J. Spear
Legal Assistant

/mjs
Enclosures
cc: A. Guy Neff, Esq.
FATm18130410.Dpm

9/24

*Bob
Horne
Change
Chis.*

*Call when
Ready
81-9550
Jpm*

FILED
SEP 24 PM 2:49
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ORLANDO

MELBOURNE

TAVARES

TALLAHASSEE

LAKE BUENA VISTA VENTURE II, INC.

ARTICLES OF AMENDMENT

FILED
96 SEP 24 PM 2:49
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned officer of Lake Buena Vista Venture II, Inc. delivers these Articles of Amendment in order to amend the Articles of Incorporation of the Corporation.

ARTICLE I

The name of this Corporation is Lake Buena Vista Venture II, Inc.

ARTICLE II

Article I of the Corporation's Articles of Incorporation is amended to change the name of the Corporation to Mida Resorts II, Inc.

ARTICLE III

The joint resolution of all of the Shareholders and Directors of the Corporation changing the corporate name was adopted on September 14, 1996.

Executed this 14th day of September, 1996.


Dipak D. Jobalia, President