

# P96000057548

*Attorney at Law*

441 WEST VINE STREET  
KISSIMMEE, FLORIDA 34741  
(407) 933-4005  
FAX (407) 933-0782

ROBERT S. HAYES

July 1, 1996

FILED  
96 JUL -5 PM 2:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Corporate Records Filing Bureau  
P.O. Box 6327  
Tallahassee, Fl. 32301

Attn: Division of Corporations

RE: CONNOISSEUR WORLD TRAVEL, INC.

700001885537  
-07/05/96--01083--017  
\*\*\*\*122.50 \*\*\*\*122.50

Dear Sir or Madam:

Enclosed is the original and one copy of the Articles of Incorporation and Acceptance for the above-named Florida corporation. The check for \$122.50 is enclosed. I have also enclosed the original designation of registered agent.

Please file the enclosed Articles of Incorporation and return a certified copy to the undersigned.

Thank you for your attention to this matter.

Sincerely,

  
Robert S. Hayes

corp\corp.ltr  
Enclosures

me 7-9-96

**ARTICLES OF INCORPORATION  
OF  
CONNOISSEUR WORLD TRAVEL, INC.**

FILED  
96 JAN -5 PM 2:00  
KISSIMMEE, FLORIDA

**ARTICLE I. CORPORATE NAME**

The name of this Corporation is CONNOISSEUR WORLD TRAVEL, INC.

**ARTICLE II. NATURE OF BUSINESS AND POWERS**

The general nature of the business to be transacted by this Corporation is to engage in any and all business permitted under the laws of the State of Florida.

**ARTICLE III. CAPITAL STOCK**

The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is 1,000 shares of common stock having a par value of \$1.00 per share.

**ARTICLE IV. TERMS**

This Corporation shall exist perpetually.

**ARTICLE V. REGISTERED AGENT AND INITIAL REGISTERED OFFICE**

The Registered Agent and the street address of the initial Registered Office of this Corporation in the State of Florida shall be:

ROBERT S. HAYES  
441 W. Vine Street  
Kissimmee, Florida 34741

The Corporation's principle address and mailing address is 5260 W. Bronson Highway, Suite 119, Kissimmee, Florida 34746. The Board of Directors from time to time may move the Registered Office to any other address in the State of Florida.

**ARTICLE VI. BOARD OF DIRECTORS**

This Corporation shall have two (2) directors initially. The number of directors may be increased or diminished from time to time by Bylaws adopted by the stockholders, but shall never be less than one (1).

#### **ARTICLE VII. INITIAL DIRECTORS**

The name of the initial directors of this Corporation and their street addresses are:

Graham Greene  
5260 W. Bronson Hwy., Suite 119  
Kissimmee, Fl. 34746

Derek Welling  
5260 W. Bronson Hwy., Suite 119  
Kissimmee, Fl. 34746

The persons named as initial directors shall hold office for the first year of existence of this Corporation or until their successor(s) is/are elected or appointed and have qualified, whichever occurs first.

#### **ARTICLE VIII. INCORPORATOR**

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

Robert S. Hayes  
441 W. Vine St.  
Kissimmee, Fl. 34741

#### **ARTICLE IX. AMENDMENT**

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholder's meeting by at least a two-third (2/3) of the stock entitled to vote, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

#### **ARTICLE X. RESTRICTIONS**

No shareholder shall transfer, alienate, or in any way dispose of any share of stock of the Corporation unless such share of stock shall first have been offered for sale to the Corporation. The Corporation reserves and shall have the exclusive right and option to purchase such shares of stock at a price equal to the book value thereof, within 60 days after such offer. If the Corporation chooses not to exercise its right to purchase said shares, then it shall notify all shareholders of record of its decision within five (5) days of electing not to purchase the shares. Thereafter, any shareholder may, within thirty (30) days of the date of the

Corporation giving notice, purchase such shares at a price equal to the book value thereof. The restrictions contained in this Article or a reference thereto shall be noted on the reverse side of such shares of stock issued by the Corporation.

#### **ARTICLE XI. OFFICERS**

The officers of this Corporation and the names of said officers who are to serve until the first meeting of the Board of Directors are:

<u>OFFICE</u>	<u>NAME</u>
President	Graham Greene
Vice President	Derek Welling

#### **ARTICLE XII. INDEMNIFICATION**

Each director and officer, in consideration of their services, shall be indemnified, whether then in office or not, the reasonable costs and expenses incurred by them in connection with the defense of or for advice concerning any claim asserted or proceeding brought against them by reason of their being or having been a director or officer of the corporation or of any subsidiary of the corporation, whether or not wholly owned, or by any reason of any act or omission to act as such director or officer, provided that they shall not have been derelict in the performance of their duty as to the matter or matters in respect of which such claim is asserted or proceeding brought. The foregoing right of indemnification shall not be exclusive of any other rights to which any director or directors or officers may be entitled.

#### **ARTICLE XIII. COMPENSATION**

The compensation of the officers of this Corporation as officers or employees shall be determined by the vote of the Board of Directors even though any or all of the directors are officers or employees of the Corporation.

IN WITNESS WHEREOF, the undersigned, as Incorporator, has  
executed the foregoing Articles of Incorporation on  
July 1, 1996.

Robert S. Hayes  
Incorporator

STATE OF FLORIDA  
COUNTY OF OSCEOLA

BEFORE ME, a Notary Public, personally appeared ROBERT S.  
HAYES to me personally known to be the person described as  
Incorporator and who executed the foregoing Articles of  
Incorporation, and acknowledged before me that he subscribed to  
these Articles of Incorporation on ~~June~~ July 1, 1996.

Nancy E. Peters  
Notary Public  
My Commission Expires:  
Print: \_\_\_\_\_  
Commission # \_\_\_\_\_




NANCY E. PETERS  
MY COMMISSION # CG 214647 EXPIRES  
August 10, 1996  
BONDED THRU TROY FAIR INSURANCE, INC.

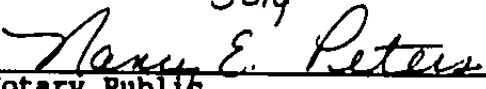
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**ACCEPTANCE**

I, ROBERT S. HAYES, hereby accept the designation as Registered Agent for Service of Process upon CONNOISSEUR WORLD TRAVEL, INC., desiring to organize under the laws of the State of Florida, with its registered office at 441 W. Vine St., Kissimmee, Florida 34741, and agree to act as Registered Agent for said Corporation and to comply with the provisions of Florida Law pertaining to keeping open said office and upon whom process may be served.

  
ROBERT S. HAYES

Sworn to before me this  
1 day of ~~June~~<sup>July</sup>, 1996.

  
Notary Public

Print

My commission No. \_\_\_\_\_

My commission expires: \_\_\_\_\_



NANCY E. PETERS  
MY COMMISSION # CC 214847 EXPIRES  
August 10, 1998  
BONDED THROUGH TROY FAH INSURANCE, INC.

FILED  
96 JUL -5 PM 2:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

P960000/57548

000002118750--5  
-03/20/97--01024--001  
\*\*\*\*210.00 \*\*\*\*\*35.00

Requestor Name  
Address  
City/State/Zip Phone #

Office Use Only

**CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):**

1. \_\_\_\_\_  
(Corporation Name) (Document #)
2. \_\_\_\_\_  
(Corporation Name) (Document #)
3. \_\_\_\_\_  
(Corporation Name) (Document #)
4. \_\_\_\_\_  
(Corporation Name) (Document #)

- ☐ Walk in ☐ Pick up time \_\_\_\_\_ ☐ Certified Copy  
☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

NEW FILINGS	
	Profit
	NonProfit
	Limited Liability
	Domestication
	Other

AMENDMENTS	
	Amendment
	Resignation of R.A., Officer/ Director
	Change of Registered Agent
	Dissolution/Withdrawal
	Merger

OTHER FILINGS	
	Annual Report
	Fictitious Name
	Name Reservation

REGISTRATION/ QUALIFICATION	
	Foreign
	Limited Partnership
	Reinstatement
	Trademark
	Other

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

97 MAR 20 PM 1:17

APPROVED  
AND  
FILED

P960000/57548

Florida Department of State, Sandra B. Mortham, Secretary of State

**OFFICER / DIRECTOR RESIGNATION**

I, Graham D. Greene, hereby resign as Director and/or Officer  
(Title)  
of Connoisseur World Travel, Inc.  
(Name of Corporation)

a corporation organized under the laws of the State of Florida

That the corporation has been notified in writing of the resignation.

(see attached)  
Exhibit "A"

  
(Signature of resigning officer/director)

9 MAR 20 PM 1:17  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

APPROVED  
AND  
FILED

FILING FEE IS \$35.00

DIVISION OF CORPORATIONS, P.O. BOX 6327, TALLAHASSEE, FL 32314