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8/29/96

FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: CORPORATE CREATIONS INTERNATIONAL INC.

ACCT#: 073171003004

CONTACT: JOHNNY C RODRIGUEZ

PHONE: (305)672-0086

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NAME: FANTASY QUEST INC.

AUDIT NUMBER.....H96000012157

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

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8-30-96



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

August 30, 1996

CORPORATE CREATION INTERNATIONAL

MIAMI, FL

SUBJECT: FANTASY QUEST, INC
REF: W96000018280

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Loria Poole
Corporate Specialist

FAX Aud. #: H96000012157
Letter Number: 296A00041057

**Articles of Incorporation
of
Fantasy Quest Inc.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Article I. Name

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The name of this Florida corporation is:
Fantasy Quest Inc.

Article II. Address

The mailing address of the Corporation is:

Fantasy Quest Inc.
15840-67 SR 50
Clermont FL 34711

Article III. Capital Stock

The Corporation shall have the authority to issue 2,000 shares of common stock, par value \$.01 per share.

Article IV. Registered Agent

The name and address of the registered agent of the Corporation is:

Linda M. Cottrell
15840-67 SR 50
Clermont FL 34711

Article V. Board of Directors

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than one director. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation.

Corporate Creations International Inc.
401 Ocean Drive • Suite 312 • Door Code #125
Miami Beach FL 33139-6629
(305) 672-0686

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The election of directors shall be done in accordance with the Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by law. The name of each initial member of the Corporation's Board of Directors is:

Linda M. Cottrell
Mark Maxfield
Frances K. Maxfield
Stuart Henry
Scott Wolfendale

Article VI. Incorporator

The name and address of the incorporator is:

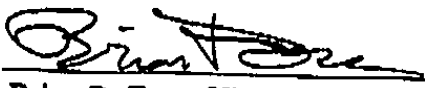
Corporate Creations International Inc.
401 Ocean Drive • Suite 312 • Door Code #125
Miami Beach FL 33139-6629

Article VII. Corporate Existence

The corporate existence of the Corporation shall begin effective August 29, 1996

The authorized representative of the incorporator executed these Articles of Incorporation on August 29, 1996

Corporate Creations International Inc.

By: 
Brian R. Fons Vice President

Corporate Creations International Inc.
401 Ocean Drive • Suite 312 • Door Code #125
Miami Beach FL 33139-6629
(305) 672-0686

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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT AND REGISTERED OFFICE**

CORPORATION:
Fantasy Quest Inc.

REGISTERED AGENT:
Linda M. Cottrell
15840-67 SR 50
Clermont FL 34711

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TALLAHASSEE, FLORIDA

I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.


Linda M. Cottrell

Date: August 29, 1996

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