

4201 HAYS STREET

TALLAHASSEE, FL 32309

904-233-0393 FAX



PREMIER HALL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032 DIVISION OF CORPORATION

REFERENCE : 119733 11936A

AUTHORIZATION :

COST LIMIT : \$ 70.00

Patricia Pizette

ORDER DATE : October 14, 1996

ORDER TIME : 8:54 AM

ORDER NO. : 119733-005

800001974868--0

CUSTOMER NO: 11936A

CUSTOMER: William Muntzing, Esq
WILLIAM MUNTZING, P.A.

1102 Oak Street

Kissimmee, FL 34741

DOMESTIC FILING

NAME: MADISON'S RESORT MARKETING
AND MANAGEMENT GROUP, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Deborah Schroder

EXAMINER'S INITIALS:

FILED
96 OCT 15 PM 2:30
SEAL OF THE STATE
TALLAHASSEE, FLORIDA

KR
10.15.96

ARTICLES OF INCORPORATION
OF
MADISON'S RESORT MARKETING AND MANAGEMENT GROUP, INC.

FILED
JUL 15 PM 2:30
TALLAHASSEE, FLORIDA

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

MADISON'S RESORT MARKETING AND MANAGEMENT GROUP, INC.

The address of the principal office of this corporation shall be 9055 Shawn Park Place, Orlando, Florida 32819, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 100 shares of common stock having \$1.00 par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 1201 Hays Street, Tallahassee, Florida 32301, and the name of the initial registered agent of the corporation at that address is Corporation Service Company.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. OFFICERS AND DIRECTORS

This corporation shall have one officer and one director, initially. The name and street address of the initial officer and director who shall hold office for the first year of the corporation, or until his successor is elected or appointed is:

Nancy M. Whittemore	9055 Shawn Park Place
Dir./Pres./Sec./Treas.	Orlando, Florida 32819

ARTICLE VII. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation:

Corporation Service Company
1201 Hays Street
Tallahassee, Florida 32301

IN WITNESS WHEREOF, the undersigned agent of
Corporation Service Company, has hereunto set their hand
and seal of Corporation Service Company, on October 15, 1996.

CORPORATION SERVICE COMPANY

By: Laura R. Dunlap
Its Agent, Laura R. Dunlap

ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION

Corporation Service Company, a Florida corporation
to transact business in this State, having a business office
identical with the registered office of the corporation named
above, and having been designated as the Registered Agent in the
above and foregoing Articles, is familiar with and accepts the
obligations of the position of Registered Agent under Section
607.0505, Florida Statutes.

CORPORATION SERVICE COMPANY

By: Laura R. Dunlap
Its Agent, Laura R. Dunlap

LRD/das

FILED
56 OCT 15 PM 2:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA