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ORDER DATE: October 23, 1996

ORDER TIME : 10:36 AM

ORDER NO. : 129460-005

CUSTOMER NO: 10213A

100001984221--9

CUSTOMER: Ricky L. Thacker, Esq

MICHAEL MCDERMOTT, ESQ

791 W. Lumsden Road

Brandon, FL 33511

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DOMESTIC FILING

NAME:

GREAT ESCAPE VACATIONS OF

TAMPA, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION ___ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY

PLAIN STAMPED COPY _ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Deborah Schroder

EXAMINER'S INITIALS:

ARTICLES OF INCORPORATION

OF

GREAT ESCAPE VACATIONS OF TAMPA, INC.

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:

GREAT ESCAPE VACATIONS OF TAMPA, INC.

The address of the principal office of this corporation shall be 3105 West Waters Avenue, Suite 204, Tampa, Florida 33614 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 7,500 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. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have one Directors, initially. The names and addresses of the initial members of the Board of Directors are:

Brian Kenny Dir. 3612 Berger Road Lutz, Florida 33549

ARTICLE VII. INCORPO LATOR

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

Corporation Service Corpany 1201 Hays Street Tallahassee, Florida 32301

IN WITNESS WHEREOF, the undersigned agent of Corporation Service Company, has hereur to set their hand and seal of Corporation Service Company on October 23, 1996.

CORPORATION SERVICE COMPANY

Its Agent, Karen B. Rozar

ACCEPTANCE OF REGISTERED A SENT DESIGNATED IN ARTICLES OF INCO (PORATION

Corporation Service Company, a Delaware corporation authorized 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, Florica Statutes.

CORPORATION SERV.CE COMPANY

Its Agent, Karen B. Rozar

GMC/das

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