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PRENTICE HALL.
LEGAL & HAANCIAL SERVICIACCOUNT NO. : 072100000032

REFERENCE: 164603 5011226

AUTHORIZATION :

COST LIMIT : \$ 122.50

ORDER DATE: November 22, 1996

ORDER TIME : 9:29 AM

ORDER NO. : 164603-010

CUSTOMER NO: 5011226

CUSTOMER: Barbara Buchanan, Legal Asst

GRAY HARRIS & ROBINSON

S.e. Bank Building, Suite 1200

201 E. Pine Street Orlando, FL 32801

DOMESTIC FILING

NAME: DESTINATION PARADISE, INC.

EFFECTIVE DATE:

XXX ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XXX __ CERTIFIED COPY PLAIN STAMPED COPY

_____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Andrea C. Mabry

EXAMINER'S INITIALS:

KR 11.25.94 A SCAURSO

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ARTICLES OF INCORPORATION OF DESTINATION PARADISE, INC.

ARTICLE 1 - NAME

The name of this corporation is DESTINATION PARADISE, INC.

ARTICLE II - ADDRESS

The principal office of the corporation is 4210 L.B. McLeod Raod, Suite 106, Orlando, Florida 32811.

ARTICLE III - DURATION

This corporation shall exist perpetually.

ARTICLE IV - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes.

ARTICLE V - CAPITAL STOCK

This corporation is authorized to issue 10,000 shares of \$1.00 par value common stock.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation shall be:

4210 L.B. McLeod Road, Suite 106 Orlando, Florida 32811 The name of the initial registered agent of this corporation at that address shall be:

Lawrence M. Epstein

ARTICLE VII - INITIAL BOARD OF DIRECTORS AND OFFICERS

- A. This corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the Bylaws but shall never be less than one (1).
- B. The name and address of the initial director and officer of this corporation are as follows:

<u>Name</u>	Street Address	<u>Office</u>
Lawrence M. Epstein	4210 L.B. McLeod Road, Ste. 106 Orlando, Florida 32811	Director President Secretary Treasurer

ARTICLE VIII - INCORPORATOR

The name and address of the person signing these Articles is:

Name Address

Lawrence M. Epstein 4210 L.B. McLeod Road, Suite 106 Orlando, Florida 32811

ARTICLE IX - BYLAWS

The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors and the shareholders.

ARTICLE X - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

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CERTIFICATE OF ACCEPTANCE AS REGISTERED AGENT

Having been named as the registered agent in the Articles of Incorporation of DESTINATION PARADISE, INC., I hereby accept and agree to act in this capacity.

awrence M. Epsteir

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