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November 14, 1996

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Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

SECRET
TALLAHASSEE, FLORIDA

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TO WHOM IT MAY CONCERN:

The ARTICLES OF INCORPORATION for K C MARKETING GROUP INC., are enclosed, as well as a check for the following:

Filing Fee	\$ 35.00
Designation of	
Registered Agent	35.00
Certified Copy	<u>52.50</u>
Total	\$122.50

If there are any questions concerning these documents, please contact Kenneth R. Bates at (407) 679-2366.

Sincerely,

Christine L. Bates

Christine L. Bates

Enclosures

KH
11-25-96

ARTICLES OF INCORPORATION

OF

K C MARKETING GROUP INC.

The undersigned for the purpose of forming a corporation under the laws of the State of Florida, do hereby adopt the following Articles of Incorporation:

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ARTICLE I. NAME

The name of the corporation shall be K C MARKETING GROUP INC.

ARTICLE II. NATURE OF BUSINESS

The general purposes for which the corporation is organized are the following:

- A. To engage in the promotion and marketing of vacations and other promotional activities and services;
- B. To engage in or transact any lawful activities or business for which corporations may be incorporated under the Florida General Corporation Act. No other purpose limits this general purpose in any way;
- C. To do such other things as are incidental to the purposes of the corporation or necessary or desirable in order to accomplish them.

ARTICLE III. CAPITAL STOCK

The aggregate number of shares which the corporation is authorized to issue is one thousand (1,000) shares of common stock of no par value per share.

ARTICLE IV. INITIAL REGISTERED OFFICE AND AGENT AND PRINCIPLE OFFICE

The street address of the initial registered office of the corporation shall be 1035 South Semoran Blvd. Suite 1010 Winter Park Florida 32792 and the name of the initial registered agent of the corporation at that address shall be Christine L. Bates.

ARTICLE V. TERM OF EXISTENCE

The corporate existence of the corporation shall commence upon the filing of these Articles of Incorporation by the Department of State and the duration of the corporation shall be perpetual.

ARTICLE VI. DIRECTORS

This corporation shall have two (2) directors, initially. The number of directors may be increased or decreased from time to time by the shareholders but in no event shall there be fewer than two (2) nor more than five (5) directors on the board at one time. The name and street addresses of the initial members of the Board of Directors of the corporation are:

Christine L. Bates	1251 S. Atlantic Ave. Unit 505 Cocoa Beach, Florida 32931
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Kenneth R. Bates	1251 S. Atlantic Ave. Unit 505 Cocoa Beach, Florida 32931
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ARTICLE VII. OFFICERS

The names and addresses of the initial officers of the corporation are as follows:

President/Treasurer	Kenneth R. Bates 1251 S. Atlantic Ave. Unit 505 Cocoa Beach, Florida 32931
Vice President/Secretary	Christine L. Bates 1251 S. Atlantic Ave. Unit 505 Cocoa Beach, Florida 32931

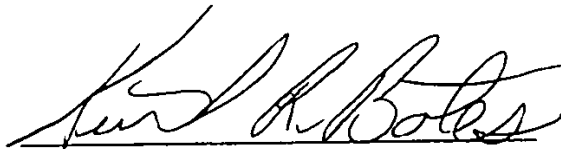
ARTICLE VIII. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is: Kenneth R. Bates, 1251 S. Atlantic Ave. Unit 505 Cocoa 32931.

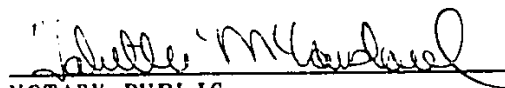
ARTICLE IX. AMENDMENT

The corporation reserved the right to amend or repeal any of the provisions contained in these Articles of Incorporation or any amendment thereto, and any right which is conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, these Articles of Incorporation have been signed by the undersigned at Orlando, Orange County, Florida this 14th day of November 1996.


Kenneth R. Bates

SWORN AND SUBSCRIBED BEFORE ME THIS 14th DAY OF November 1996


NOTARY PUBLIC
TABITHA McCAUSLAND



TABITHA McCAUSLAND
My Commission CC416145
Expires Oct. 25, 1998
Bonded by HAI
800-422-1555

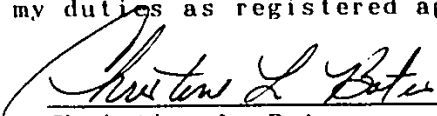
ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

In compliance with Florida Statutes, Section 48.091, the following is submitted:

K C Marketing Group Inc., desiring to organize and qualify under the laws of the State of Florida, with its principal place of business in the City of Winter Park, State of Florida, has named Christine L. Bates, as registered agent to accept service of process within the State of Florida.


Christine L. Bates

Having been named to accept service of process for the above-named corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties as registered agent.


Christine L. Bates

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