

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870

Mailing Address: Post Office Box 10349, Tallahassee, FL 32302

TOLL FREE No. 1-800-342-8062

FAX (904) 222-1222

NAME _____

FIRM _____

ADDRESS _____

PHONE () _____

Service: Top Priority _____ Regular _____
One Day Service Two Day Service

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

RE: Leisure Lakes, Inc

| | C.C. FEE. | DISBURSED |
|---------------------------|-----------|-----------|
| Capital Express™ | | |
| Art. of Inc. File | | |
| Corp. Record Search | | |
| Ltd. Partnership File | | |
| Foreign Corp. File | | |
| () Cert. Copy(s) | | |
| Art. of Amend. File | | |
| Dissolution/Withdrawal | | |
| C U S- | | |
| Fictitious Name File | | |
| Name Reservation | | |
| Annual Report/Restatement | | |
| Reg. Agent Service | | |
| Document Filing | | |
| Corporate Kit | | |
| Vehicle Search | | |
| Driving Record | | |
| Document Retrieval | | |
| UCC 1 or 3 File | | |
| UCC 11 Search | | |
| UCC 11 Retrieval | | |
| File No.'s, _____ Copies | | |
| Courier Service | | |
| Shipping/Handling | | |
| Phone () | | |
| Top Priority | | |
| Express Mail Prep. | | |
| FAX () pgs. | | |

SUBTOTALS

| | |
|--------------------------------|--|
| FEE..... | |
| DISBURSED..... | |
| SURCHARGE..... | |
| TAX on corporate supplies..... | |
| SUBTOTAL..... | |
| PREPAID..... | |
| BALANCE DUE..... | |

Please remit invoice number with payment
TERMS: NET 10 DAYS FROM INVOICE DATE
1 1/2% per month on Past Due Amounts
Past 30 Days, 18% per Annum.

THANK YOU
from
Your Capital Connection

REQUEST TAKEN CONFIRMED APPROVED

DATE _____

TIME _____ CK No. _____

BY AAP _____

WALK-IN Will Pick Up 2/5 11:00 Joe 2/5

**ARTICLES OF INCORPORATION
OF
LEISURE LAKES, INC.**

FILED
97 FEB -4 PM 4:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscribers to these Articles of Incorporation, natural persons competent to contract, hereby form a corporation under the laws of the State of Florida.

ARTICLE I: NAME

The name of this corporation is: LEISURE LAKES, INC.

ARTICLE II: NATURE OF BUSINESS

This corporation is organized for the purpose of transacting all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

ARTICLE III: CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is One Thousand (1,000) shares of common stock having a nominal par value of Ten Dollars (\$10.00) per share.

ARTICLE IV: INITIAL CAPITAL

The amount of capital with which this corporation will begin business is not less than One Hundred Dollars (\$100.00).

ARTICLE V: TERM OF EXISTENCE

This corporation shall have perpetual existence, and its existence shall commence at the time of filing of the Articles with the Department of State.

ARTICLE VI: ADDRESS

The initial post office address of the principal office of this corporation is 5565 W. Nine Mile Road, Pensacola, FL 32526. The Board of Directors may from time to time move the principal office to any other address in Florida.

ARTICLE VII: INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 5565 W. Nine Mile Road, Pensacola, FL 32526, and the name of the initial registered agent of this corporation at that address is GENE JONES.

ARTICLE VIII: INITIAL DIRECTORS

The names and addresses of the initial directors are:

GENE JONES
5565 W. Nine Mile Road
Pensacola, , FL 32526

JOAN E. JONES
5565 W. Nine Mile Road
Pensacola, , FL 32526

ARTICLE IX: SUBSCRIBERS

The name and post office address of the subscribers to these Articles of Incorporation are:

GENE JONES
5565 W. Nine Mile Road
Pensacola, , FL 32526

JOAN E. JONES
5565 W. Nine Mile Road
Pensacola, , FL 32526

ARTICLE X: DIRECTORS

This corporation shall have two (2) director, initially. The number of directors may be increased or diminished from time to time, by by-laws adopted by the stockholders, but shall never be less than one (1).

ARTICLE XI: AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders' meeting by a simple majority of the stockholders entitled to vote thereon.

ARTICLE XII: TRANSFER OF STOCK

No stockholder, or the personal representative of any deceased stockholder, shall transfer stock in this company without first notifying the company of the name of the proposed transferee and obtaining the consent of the Board of Directors for said transfer under limitations and provisions of the corporate by-laws. Furthermore, the stockholders of this corporation may include in any agreement between themselves any limitations upon the transferability, pledge or assignment of the corporation stock, as well as to confer upon the stockholders preemptive rights of purchase as conditions precedent to the sale of stock.

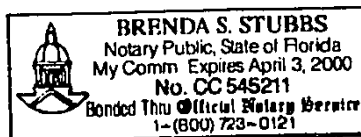
IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 30th day of January, 1997.


GENE JONES


JOAN E. JONES

STATE OF FLORIDA
COUNTY OF ESCAMBIA

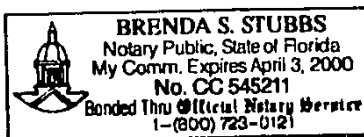
The foregoing instrument was acknowledged before me this 30th day of January, 1997 by GENE JONES, ~~who is personally known to me or~~ who has produced Florida Driver License as identification.



Brenda S. Stubbs
BRENDA S. STUBBS
NOTARY PUBLIC, State of Florida
My Commission No.: CC 545211
My Commission Expires: April 3, 2000

STATE OF FLORIDA
COUNTY OF ESCAMBIA

The foregoing instrument was acknowledged before me this 30th day of January, 1997 by JOAN E. JONES, ~~who is personally known to me or~~ who has produced Florida Driver License as identification.



Brenda S. Stubbs
BRENDA S. STUBBS
NOTARY PUBLIC, State of Florida
My Commission No.: CC 545211
My Commission Expires: April 3, 2000

REGISTERED AGENT'S CERTIFICATE

In pursuance of Chapter 607.034, Florida Statutes, the following is submitted in compliance with said act:

That LEISURE LAKES, INC., desiring to organize under the laws of the State of Florida, with its registered office at 5565 W. Nine Mile Road, Pensacola, FL 32526, has named GENE JONES as its registered agent to accept service of process within this State.

DATE: 1-30-97

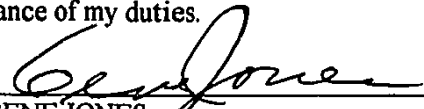


GENE JONES

ACKNOWLEDGMENT

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

DATE: 1-30-97



GENE JONES

FILED
97 FEB -4 PM 4:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA