

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: Orlando Travel Agency, Inc.

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

97 FEB 10 PM 12:16
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

FILED

.....

REQUEST	TAKEN	CONFIRMED	APPROVED
DATE _____	_____	_____	_____
TIME _____	_____	_____	CK No. _____
BY _____	_____	_____	_____
WALK-IN Will Pick Up _____	_____	_____	_____

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

RECEIVED
 97 FEB 10 AM 9:49
 DIVISION OF CORPORATION

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

**ARTICLES OF INCORPORATION
OF
ORLANDO TRAVEL AGENCY, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

CORPORATE NAME

The name of the corporation is ORLANDO TRAVEL AGENCY, INC.

ARTICLE II

NATURE OF BUSINESS AND POWERS

The general nature of the business to be transacted by this Corporation is to engage in any and all business permitted under the laws of the United States and Florida.

ARTICLE III

CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any one time is 7500 shares of common stock having a par value of One Dollar (\$1.00) per share.

ARTICLE IV

TERM OF EXISTENCE

This Corporation shall have perpetual existence commencing upon filing of these articles.

ARTICLE V

REGISTERED AGENT AND INITIAL REGISTERED OFFICE

The Registered Agent and the street address of the Initial Registered Office of this Corporation in the State of Florida shall be:

Randy Hillman
203 E. Hillcrest Street
Orlando, Florida 32801

The Board of Directors from time to time may move the Registered Office to any other address in the State of Florida.

ARTICLE VI

BOARD OF DIRECTORS

This Corporation shall have one Director initially. The number of Directors may be increased or diminished from time to time as provided by the bylaws adopted by the Director(s), but shall never be less than one.

ARTICLE VII

PRINCIPAL OFFICE OF CORPORATION

The location of the principal office of the corporation shall be:

812 Sweetwater Club Blvd.
Longwood, Florida 32779

ARTICLE VIII

INITIAL DIRECTOR

The name of the Initial Director of this Corporation and his street address is:

WILLIAM S. SHANLEY
812 Sweetwater Club Blvd.
Longwood, Florida 32779

The person named as the Initial Director shall hold office for the first year of existence of this Corporation or until his successor is elected or appointed and has qualified, whichever first occurs.

ARTICLE IX

INCORPORATOR

The names and street address of the person signing these Articles of Incorporation as the Incorporator is:

WILLIAM S. SHANLEY
812 Sweetwater Club Blvd.
Longwood, Florida 32779

ARTICLE X

PREEMPTIVE RIGHTS GRANTED

Each shareholder of any class of stock of this corporation shall be entitled to full preemptive rights to purchase his or her pro rata share of any unissued or treasury shares of the corporation of the same kind, class or series as that which he or she already holds, and any securities of the corporation

convertible into or carrying a right to acquire shares of any such unissued or treasury shares at the price at which it is offered to others.

ARTICLE XI

AMENDMENT

This Corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 7th day of February, 1997.


WILLIAM S. SHANLEY

STATE OF FLORIDA)
COUNTY OF ORANGE)

The foregoing Articles of Incorporation of ORLANDO TRAVEL AGENCY, INC., acknowledged before me this 7th day of February, 1997, by WILLIAM S. SHANLEY, Incorporator, who is personally known to me or who has produced as identification: DRIVERS LICENSE and who did/did not take an oath.


NOTARY PUBLIC
My Commission Expires:



RANDY ELLIS HILLMAN
My Commission 00303400
Expires Aug. 19, 1998
Bonded by HAI
800-422-1055

Acceptance of Service

Having been named to accept service of process for ORLANDO TRAVEL AGENCY, INC., at the place designated in the Articles of Incorporation, RANDY HILLMAN agrees to act in this capacity, and agrees to comply with the provisions of Section 48.091 relative to keeping open such office.



RANDY HILLMAN

FILED
97 FEB 10 PM 12:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA