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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

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FROM: LOWNDES, DROSDICK, DOSTER, KANTOR & REED, P. ACCT#: 072720000036

CONTACT: KYLE L WHITE

PHONE: (407)843-4600

FAX #: (407)423-4495

NAME: SEAS N' CAYS, INC.

AUDIT NUMBER.....H97000005523

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0 PAGES..... 2

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ARTICLES OF INCORPORATION

OF

SEAS N' CAYS, INC.

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ARTICLE I - NAME

The name of this corporation is SEAS N' CAYS, INC.

ARTICLE II - PRINCIPAL OFFICE AND MAILING ADDRESS

The street address of the principal office and the mailing address of the corporation shall be 9515 Bay Vista Estates Blvd., Orlando, Florida 32836.

ARTICLE III - CAPITAL STOCK

This corporation is authorized to issue ONE THOUSAND (1,000) shares of ONE CENT (\$.01) par value common stock.

ARTICLE IV - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 215 North Eola Drive, Orlando, Florida 32801, and the name of the initial registered agent of this corporation at that address is Julian E. Whitehurst.

ARTICLE V - INITIAL BOARD OF DIRECTORS

This corporation shall have three (3) directors initially. The number of directors may be either increased or decreased from time to time as provided in the Bylaws of the corporation, but shall never be less than one (1). The names and addresses of the initial directors are as follows:

Douglas Dannen

9515 Bay Vista Estates Blvd.
Orlando, Florida 32836

This document was prepared by:

JULIAN E. WHITEHURST, ESQUIRE

Florida Bar Number: 0349542
Lowndes, Drosdick, Doster, Kantor & Reed, P.A.
P. O. Box 2809
Orlando, Florida 32802-2809
(407) 843-4600

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Tom Runnels

9515 Bay Vista Estates Blvd.
Orlando, Florida 32836

Russ Sanders

9515 Bay Vista Estates Blvd.
Orlando, Florida 32836

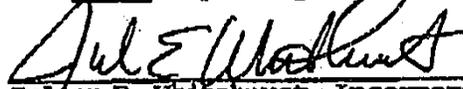
ARTICLE VI - INCORPORATOR

The name and address of the person signing these Articles are as follows:

Julian E. Whitehurst

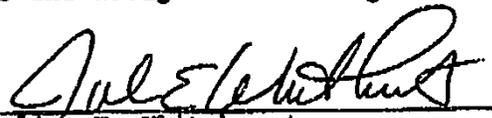
215 North Eola Drive
Orlando, Florida 32801

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 3rd day of April, 1997.


Julian E. Whitehurst, Incorporator

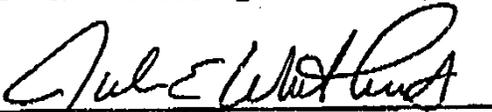
ACCEPTANCE OF REGISTERED AGENT

The undersigned hereby accepts the designation as Registered Agent of SEAS N' CAYS, INC.


Julian E. Whitehurst

WAIVER OF SUBSCRIPTION RIGHTS

The undersigned hereby waives any rights of subscription which may have accrued by virtue of the undersigned acting as Incorporator of SEAS N' CAYS, INC.


Julian E. Whitehurst

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