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GEORGE C. DAYTON

(1933 - 1993)

April 18, 1997

Please Reply To: Brooksville

242 Howell Avenue
Post Office Box 907
Brooksville, Florida 34605-0907
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38056 Meridian Avenue
Post Office Box 1385
Dade City, Florida 33525
(352) 521-0777

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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*****70.00 *****70.00

Re: Dreamtime Tours Vacation Buyers Club, Inc.

Dear Sir:

Enclosed please find the original and one copy of the Articles of Incorporation and the Certificate Designating Place of Business or Domicile for the Service of Process Within Florida, Naming Agent Upon Whom Process May Be Served, for the above-named corporation.

Also enclosed is our check in the amount of \$70.00, representing your fees for charter tax, filing fee, and certificate of registered agent.

Please file the original Articles of record and return the file-stamped copy to me at P.O. Box 907, Brooksville, Florida, 34605-0907. In order to avoid delay, should you have any questions, please call my office collect and ask for my secretary.

Yours very truly,

E. David Tyner
E. David Tyner

EDT:hh
enc.

APR 22

BSB

FILED
97 APR 21 AM 10:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF

DREAMTIME TOURS VACATION BUYERS CLUB, INC.

FILED
97 APR 21 AM 10:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under Chapter 607, the Florida General Corporation Act, does hereby adopt the following Articles of Incorporation:

ARTICLE I - NAME

The name of the corporation is:

DREAMTIME TOURS VACATION BUYERS CLUB, INC.

ARTICLE II - DURATION

This corporation shall have perpetual existence, commencing upon the filing of these Articles of Incorporation with the Secretary of State of the State of Florida.

ARTICLE III - ADDRESS FOR INITIAL OFFICE

The street address of the initial principal office of the corporation is: 25180 Cortez Boulevard, Brooksville, Florida, 34601.

ARTICLE IV - PURPOSE

The general purposes for which the corporation is organized are:

1. To engage in the sales and marketing of Dreamtime Tours, Inc. Vacation Club memberships, vacation packages, other travel related services, and any and all related businesses.

2. To transact any other lawful business for which corporations may be incorporated under the Florida General Corporation Act.

3. To do such other things as are incidental to the foregoing, or necessary or desirable in order to accomplish the foregoing.

ARTICLE V - CAPITAL STOCK

The aggregate number of shares of stock which the corporation is authorized to issue is five hundred (500). Such shares shall be of a single class and shall have a par value of ONE DOLLAR (\$1.00) per share. The consideration to be paid for each such share shall be fixed by the corporation.

ARTICLE VI - REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 25180 Cortez Boulevard, Brooksville, Florida, 34601, with the privilege of having branch offices at any other place within the State of Florida. The name of the initial registered agent of this corporation is Robert Speciale, whose address is 25180 Cortez Boulevard, Brooksville, Florida, 34601.

ARTICLE VII - MANAGEMENT OF THE CORPORATION

The business of the corporation shall be managed by the shareholders of the corporation rather than by a Board of Directors.

(a) The shareholders of the corporation shall be deemed directors for the purposes of the provision of Chapter 607, Florida Statute.

(c) Any action of the shareholders may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by all persons who would be entitled to vote upon such action at a meeting and filed with the Secretary of the corporation as part of the corporate records.

ARTICLE VIII - OFFICERS

The names and addresses of the officers of this corporation are:

<u>NAME</u>	<u>ADDRESS</u>	<u>OFFICE</u>
Robert C. Reisig	11575 SW 51st Street Cooper City, FL 33330	President
Robert Speciale	25180 Cortez Boulevard Brooksville, FL 34601	Vice President/ Secretary
Cecil T. Salmon	25180 Cortez Boulevard Brooksville, FL 34601	Treasurer

ARTICLE IX - INCORPORATORS AND SUBSCRIBERS

The names and addresses of the incorporators, and the number of shares each agrees to take are as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>SHARES</u>
Rocena, Inc.	25180 Cortez Boulevard Brooksville, FL 34601	125
Reibak Consultants, Inc.	11575 SW 51st Street Cooper City, FL 33330	125

ARTICLE X - BYLAWS

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

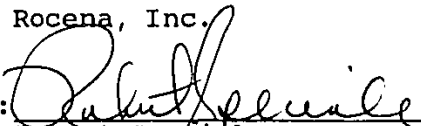
ARTICLE XI - AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved at a shareholders' meeting by a majority of the stock entitled to vote thereon.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 4 day of April, 1997.

Rocena, Inc.

BY:

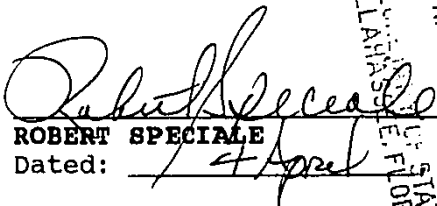

Robert Speciale
Incorporator

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR
THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON
WHOM PROCESS MAY BE SERVED

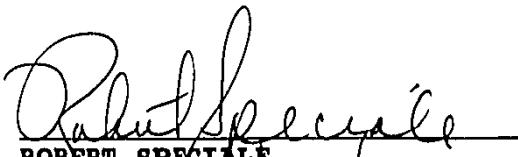
In compliance with Section 48.091, Florida Statutes, the following is submitted:

First -- That DREAMTIME TOURS VACATION BUYERS CLUB, INC. desires to organize or qualify under the laws of the State of Florida, with its principal place of business at 25180 Cortez Boulevard, in the City of Brooksville, State of Florida, and has named ROBERT SPECIALE, as its agent to accept service of process within Florida.

FILED
97 APR 21 AM 10:03
CLERK OF DISTRICT COURT
TALLAHASSEE, FLORIDA


ROBERT SPECIALE
Dated: 4 April

Having been named to accept service of process for the above stated 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.


ROBERT SPECIALE
Dated: 4 April, 1997