



THE UNITED STATES
CORPORATION
COMPANY

P 97000041011

ACCOUNT NO. : 072100000032

REFERENCE : 359111 7118751

AUTHORIZATION :

COST LIMIT : \$ 70.00

Patricia P. Smith

ORDER DATE : May 8, 1997

ORDER TIME : 10:42 AM

ORDER NO. : 359111-005

CUSTOMER NO: 7118751

100002171191--5

CUSTOMER: Ms. Linda Donaldson
COLDWELL BANKER
MC FADDEN & SPROWLS
7500 College Parkway

Fort Myers, FL 33907

DOMESTIC FILING

NAME: HOLIDAY FUNDING CORPORATION

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Deborah Schroder

EXAMINER'S INITIALS: _____

RECEIVED
MAY - 8 1997
10:42 AM
FLORIDA

RECEIVED
MAY - 8 1997
11:35 AM
FLORIDA

8

MAY - 8 1997

ARTICLES OF INCORPORATION
OF
HOLIDAY FUNDING CORPORATION

FILED
JAN 15 1967
TALLAHASSEE, FLORIDA

The undersigned does hereby agree to become a corporation for profit under the provisions of Chapter 607, Florida Statutes, and hereby accepts all the rights, privileges, benefits and obligations conferred and imposed by said law on corporations pursuant to the provisions thereof, and does hereby make, subscribe, certify acknowledge and file these Articles of incorporation as follows:

ARTICLE I

The nature of the business and objects and purposes to be transacted and carried on by this corporation is to conduct a Marketing Business and related activities and to do any and all of the things as fully and to the same extent as natural persons might or could do in all parts of the world. The corporation may engage in any activity or business permitted under the laws of the United States or of this State.

No contract or other transaction between the corporation or any other corporation, shall be effected or invalidated by the fact that any one or more of the stockholder of this corporation is or are interested in, or is a stockholder or officer or are stockholder or officers of such other corporation, and any stockholder or stockholders or officer of officers, individually or jointly may be a party or parties to, or interested in any contract or transaction of this corporation, in which this corporation is interested in and no contract, act or transaction of this corporation with any person or person, firms or corporation shall be effected or invalidated by the fact that any stockholder or stockholders of this corporation is a party to or are parties to or are interested in such contract, act, transaction, or in any way connected with such person or persons, firms or association, and each and every person who may become a stockholder of the corporation is hereby relieved from any and all liabilities that might otherwise exist from contracting with the corporation for the benefit of himself or any firm or corporation in which he may be interested.

ARTICLE II

The name of the corporation shall be:

HOLIDAY FUNDING CORPORATION

ARTICLE III

The authorized capital stock of this corporation shall be seven thousand five hundred (7500) shares with a par value of one dollar (\$100) per share.

ARTICLE IV

The principal place of business of this corporation shall be:

Suite 13-B127
9131 College Parkway
Ft. Myers, FL 33919

ARTICLE V

The business of the corporation shall be managed and conducted by a Board of Director of not less than one (1) nor more than three (3) members as from time to time are determined by the stockholders, or by the directors, in accordance with the By-Laws of the Corporation. The initial Board of Directors shall be composed of one director, and the name and address of that director is as follows:

Edgar Donaldson
Suite 13-B127
9131 College Parkway
Ft. Myers, FL 33919

ARTICLE VI

The street address of the initial principal officer of this corporation is: Suite 13-B127, 9131 College Parkway, Ft. Myers, FL 33919 and the name and address of the initial registered agent of this corporation is:

Edgar Donaldson
Suite 13-B127
9131 College Parkway
Ft. Myers, FL 33919

ARTICLE VII

The name and address of the person forming this corporation is:

Edgar Donaldson
Suite 13-B127
9131 College Parkway
Ft. Myers, FL 33919

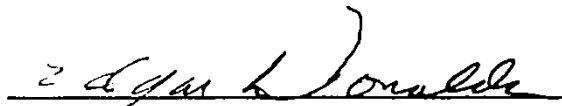
ARTICLE VIII

The annual meeting of the stockholders shall be held at the office of the corporation on the second Monday in May of each year. The executive officers of this corporation shall be a President, a Secretary, a Treasures, and at the option of the stockholders, one or more Vice-Presidents. The office of any one or more may be held by the same person. Some executive officers shall be elected by the stockholder at each annual meeting as aforesaid. the stockholders shall have the power to fill any vacancy in any office.

ARTICLE IX

The first meeting of the incorporated and stockholders for the purpose of organizing and adopting By-Laws and election of officers shall be held at the office of the corporation.

IN WITNESS WHEREOF, the party hereto has hereunder set his hand and seal this 5TH day MAY, 1997.


Edgar Donaldson, Incorporator

STATE OF FLORIDA
COUNTY OF LEE

I HEREBY CERTIFY that on this day before me, an officer duly qualified to take acknowledgments, personally appeared, to me known to be the person described in and who executed the foregoing articles of Incorporation, and he acknowledged before me that he executed the same.

WITNESS my hand and official seal at Lee, Florida said State and County, this 6th day of May, 1997.


Notary Public



CERTIFICATION OF PLACE OF BUSINESS
AND
DESIGNATION OF RESIDENT AGENT

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act: That HOLIDAY FUNDING CORPORATION desires to organize under the laws of the State of Florida, with its principal place of business as indicated in the Articles of Incorporation located Fort Myers, Lee County Florida has named Edgar Donaldson, as its agent to accept service of process in this and designates said address as the Registered Office.


Edgar Donaldson

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 to comply with the provisions of said act relative to keeping said office open.


Edgar Donaldson

FILED
TALLAHASSEE, FLORIDA

SEP 13 1967