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Attorney At Law

June 12, 1997

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 JUN 17 AM 8:44

Florida Secretary of State
Division of Corporations
George Firestone Building
409 E. Gaines Street
Tallahassee, Florida 32314

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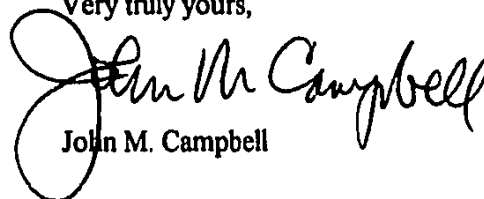
Re: Articles of Incorporation for THE ORLANDO PARTY SHUTTLE, INC.

Dear Sir or Madam:

I am enclosing the original and one copy of the Articles of Incorporation for THE ORLANDO PARTY SHUTTLE, INC. Please file the original, date stamp the copy and return the conformed copy to this office with the Certificate of Incorporation reflecting the document number. Also enclosed is my firm check in the amount of \$122.50 to cover the filing fee.

If you have any questions or need further information, please do not hesitate to contact me. Thank you for your assistance in this matter.

Very truly yours,


John M. Campbell

JMC/srt
Enclosures

6-18-97
AS

**ARTICLES OF INCORPORATION
OF
THE ORLANDO PARTY SHUTTLE, INC.**

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The undersigned, acting as incorporator of THE ORLANDO PARTY SHUTTLE, INC. under the Florida Business Corporation Act, adopts the following Articles of Incorporation.

ARTICLE I. NAME

The name of the corporation shall be:

THE ORLANDO PARTY SHUTTLE, INC.

ARTICLE II. PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

1076 Chesterfield Circle
Winter Springs, Florida 32708

ARTICLE III. COMMENCEMENT OF EXISTENCE

The existence of the corporation will commence on the date of filing of these Articles of Incorporation.

ARTICLE IV. PURPOSE

This corporation may engage in any activity or business permitted under the laws of the United States and Florida.

ARTICLE V. AUTHORIZED SHARES

The maximum number of shares that the corporation is authorized to have outstanding at any time is One Hundred (100) shares of Common Stock with a par value of \$.01 per share. The consideration to be paid for each share shall be fixed by the board of directors and such

consideration may consist of any tangible or intangible property or benefit to the corporation, including cash, promissory notes, services performed, promises to perform services evidenced by a written contract, or other securities of the corporation, with a value, in the judgment of the directors, equivalent to or greater than the full value of the shares.

ARTICLE VI - PREEMPTIVE RIGHTS

In the event of an increase in the authorized common stock or the sale of such additional common stock by the Corporation, the holders of the common stock of the Corporation, at that time, shall have the exclusive right to subscribe or purchase in proportion to their holdings of common stock so to be issued (as nearly as may be done without issuance of fractional shares). No holder of common stock shall have any right, preemptive or other, to subscribe or purchase any stock of the Corporation of a different kind, class or series of stock of the Corporation. The preemptive rights shall be exercisable only upon such conditions as are prescribed by the Board of Directors. The shareholder shall be required to purchase the shares at the current value at the time of the purchase.

ARTICLE VII. INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent are:

Robert W. Blake
1076 Chesterfield Circle
Winter Springs, Florida 32708

ARTICLE VIII. BOARD OF DIRECTORS

The corporation shall have the number of directors as determined and elected in accordance with the bylaws. The number of directors may be either increased or diminished from time to time, as provided in the bylaws, but shall never be less than one.

ARTICLE IX. INCORPORATOR

The name and address of the incorporator are:

Name

Robert W. Blake

Address

1076 Chesterfield Circle
Winter Springs, Florida 32708

The incorporator of the corporation assigns to this corporation his rights under Section 607.0201, Florida Statutes, to constitute a corporation, and he assigns to those persons designated by the board of directors any rights he may have as incorporator to acquire any of the capital stock of this corporation, this assignment becoming effective on the date corporate existence begins.

ARTICLE X. BYLAWS

The power to adopt, alter, amend, or repeal bylaws shall be vested in the board of directors and the shareholders, except that the board of directors may not amend or repeal any bylaws adopted by the shareholders if the shareholders specifically provide that the bylaw is not subject to amendment or repeal by the directors.

ARTICLE XI. AMENDMENTS

The corporation reserves the right to amend, alter, change, or repeal any provision in these Articles of Incorporation in the manner prescribed by law, and all rights conferred on shareholders are subject to this reservation. These Articles may be amended prior to the issuance of shares of the corporation by the unanimous approval or consent of the board of directors. Thereafter, every amendment shall be approved by the board of directors, proposed by them to the shareholders, and approved at a shareholders' meeting by the holders of a majority of the shares entitled to vote on the matter or in such other manner as may be provided by law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of
Incorporation this 6 day of June, 1997.

Robert W. Blake
Robert W. Blake, Incorporator

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent to accept service of process for the corporation named above, at the place designated in Article VII, I hereby accept the appointment as registered agent and agree to act in that capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Dated this 6 day of June, 1997.

Robert Blake
Robert W. Blake
Registered Agent

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