

P97000072050

Vicki L. Martin
419 N. Magnolia Avenue
Orlando, FL 32801

July 23, 1997

Department of State
Corporate Records
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

Re: CLC Intercontinental, Inc.

100002270311-- 9
-08/18/97--01134--016
****122.50 ****122.50

Dear Sir/Madam:

Enclosed please find my check payable to The Secretary of State, in the amount of \$122.50. This payment is for the processing and filing fees pertaining to the enclosed Articles of Incorporation and Designation of Registered Agent for CLC Intercontinental, Inc., which was reserved with you on June 30, 1997.

I appreciate your assistance in expediting this request and if you have any questions, please do not hesitate to contact me at (407) 839-1012.

Sincerely,

Vicki L. Martin/ajc

Vicki L. Martin

VLM:ajc
Enclosures

FILED
97 AUG 18 AM 10:34
TALLAHASSEE, FLORIDA

QC 8/20/97

FILED
97 AUG 18 AM 10:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

of

CLC Intercontinental, Inc.

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE ONE

NAME

The name of the corporation shall be CLC Intercontinental, Inc.

ARTICLE TWO

TERM OF EXISTENCE

The period of its duration is perpetual.

ARTICLE THREE

NATURE OF BUSINESS

This corporation may engage in or transact any and all lawful activities or business permitted under the laws of the UNITED STATES, the State of Florida, or any other state, county, territory, or nation.

ARTICLE FOUR

CAPITAL STOCK

The maximum number of shares which the corporation shall have authority to issue is: 1,000 shares at no par value.

ARTICLE FIVE

ADDRESS

The street address of the initial principal office is:

Vicki L. Martin
419 N. Magnolia Ave.
Orlando, FL 32801

ARTICLE SIX

SPECIAL PROVISIONS

The stock of this corporation is intended to qualify under the requirements of Section 1244 of the Internal Revenue Code and the regulations issued thereunder. Such actions as may be necessary shall be deemed to have been taken by the appropriate officers to accomplish this compliance.

ARTICLE SEVEN

LIMITATION OF LIABILITY

Each director, stockholder, and officer, in consideration for his services, shall, in the absence of fraud, be indemnified, whether then in office or not, for the reasonable cost and expenses incurred by him in connection with the defense of, or for advice concerning any claim asserted or proceeding brought against him by reason of his being or having been a director, stockholder, or officer of the corporation or of any subsidiary of the corporation, whether or not wholly owned, to the maximum extent permitted by law. The foregoing right of indemnification shall be inclusive of any other rights to which any director, stockholder or officer may be entitled as a matter of law.

ARTICLE EIGHT

SELF DEALING

No contract or other transaction between the corporation and other corporations, in the absence of fraud, shall be affected or invalidated by the fact that any one or more of the directors of the corporation is or are interested in a contract or transaction, or are directors or officers of any other corporation, and any director or directors, individually or jointly, may be a party or parties to, or may be interested in such contract, act or transaction, or in any way connected with such person or person's firm or director of the corporation is hereby relieved from any liability that might otherwise exist from this contracting with the corporation way for the benefit of himself or any firm, association or corporation in which he may be in any interested. Any director of the corporation may vote upon any transaction with the corporation without regard to the fact that he is also director of such subsidiary or corporation.

ARTICLE NINE

DIRECTORS

Vicki L. Martin
419 N. Magnolia Ave.
Orlando, FL 32801

ARTICLE TEN

INCORPORATOR

The name and address of the incorporator is:

Vicki L. Martin
419 N. Magnolia Ave.
Orlando, FL 32801

ARTICLE ELEVEN

POWERS OF THE INCORPORATOR

The powers of the incorporator cease upon filing of the Articles of Incorporation.

IN WITNESS WHEREOF, the undersigned has hereunto set her hand and seal on the
21ST day of July, 1997.

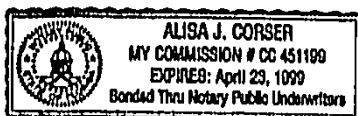
Incorporator:

Vicki L. Martin
Vicki L. Martin

STATE OF FLORIDA]
COUNTY OF ORANGE]

The foregoing instrument was acknowledged before me this
21ST day of July, 1997.

Alisa J. Corser
Notary Public, State of Florida
My commission Expires:



FILED
97 AUG 18 11 19 34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**DESIGNATION OF AND ACCEPTANCE
BY REGISTERED AGENT**

The following is submitted in compliance with the laws of the State of Florida. The name and address of the registered agent is:

Vicki L. Martin
419 N. Magnolia Ave.
Orlando, FL 32801

ACCEPTANCE

I agree as Registered Agent to accept service of process; to keep the office open during prescribed hours; to post my name (and any other officers of said corporation authorized to accept service of process at the above designated address) in some conspicuous place in the office as required by law.

Registered Agent:

Vicki L. Martin
Vicki L. Martin

STATE OF FLORIDA]
COUNTY OF ORANGE]

BEFORE ME, the undersigned authority, this day personally appeared Vicki L. Martin, who, after being duly sworn, deposes and says that the facts and matter contained above are true and correct, and that she has executed the same for the purposes expressed herein.

WITNESS my hand and official seal this 21st day of July, 1997.

Alisa J. Corser
NOTARY PUBLIC, STATE OF FLORIDA
My Commission Expires:

