

MICHAEL MAGRUDER

ATTORNEY AT LAW

Waterfront Square

220 East Monument Avenue • Suite C

Kissimmee, Florida 34741

(407) 870-8900 • Fax: (407) 870-9899

September 23, 1997

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

Re: MIMAG, INC.

700002305047--2
-09/26/97--01091--006
*****70.00 *****70.00

Dear Sir/Madam:

Enclosed please find original and one copy of Articles of Incorporation for the above-referenced corporation. I am also enclosing our check in the amount of \$70.00 to exclude the certified copy.

Please forward the copy in the enclosed, self-addressed, stamped envelope.

Very truly yours,



C. Michael Magruder

CMM/cak
Enclosures

FILED
97 SEP 29 AM 10:25
TALLAHASSEE, FLORIDA



ARTICLES OF INCORPORATION
OF
MIMAG, INC.

FILED
97 SEP 29 AM 10:26
SECRET
TALLAHASSEE, FLORIDA

The undersigned subscribers to these Articles of Incorporation, natural persons competent to contract, hereby form a corporation under the laws of the State of Florida.

ARTICLE I
Corporate Name

The name of the corporation is MIMAG, Inc.

ARTICLE II
Duration

This corporation shall exist perpetually unless dissolved according to Florida law.

ARTICLE III
Purpose

This corporation is organized for the purpose to manage vacation homes for tourists on short terms and for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV
Capital Stock

The corporation is authorized to issue 10,000 shares of capital stock with no par value, which shall be designated "Common Shares".

ARTICLE V
Initial Registered Office and Agent

The principal office, and the mailing address of the corporation is:

442 Forest Lane
Kissimmee, Florida 34746

The name and street address of the initial registered agent of this corporation is:

C. Michael Magruder
220 E. Monument Ave., Ste C
Kissimmee, FL 34741

**ARTICLE VI:
Initial Board of Directors**

This corporation shall have two directors initially. The number of Directors may be either increased or diminished from time-to-time by the by-laws, but shall never be less than two. The names and addresses of the initial director is as follows:

Seymour M. Gellis, 442 Forest Lane, Kissimmee, Florida 34746
Mary Ann Gellis, 442 Forest Lane, Kissimmee, Florida 34746

**ARTICLE VII
Incorporators**

The name and address of the incorporator signing these Articles of Incorporation is as follows:

C. Michael Magruder
220 E. Monument Avenue, Suite C
Kissimmee, Florida 34741

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 23 day of September, 1997.

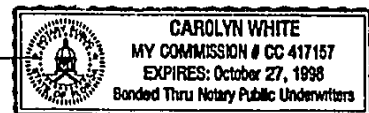

C. MICHAEL MAGRUDER

FILED
97 SEP 29 PM 10:26
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

STATE OF FLORIDA
COUNTY OF OSCEOLA

The foregoing instrument was acknowledged before me this 23rd day of September, 1997, by
C. MICHAEL MAGRUDER, who is personally known to me or who has
produced _____ as identification and who did/did not take an oath.

Carolyn M. White
NOTARY PUBLIC
STATE OF FLORIDA AT LARGE



CERTIFICATE AND ACKNOWLEDGMENT OF REGISTERED AGENT

Certificate of Registered Agent of C. MICHAEL MAGRUDER, pursuant to Florida Statutes, sections 48.091 and 607.0501, the following is submitted:

The above corporation, desiring to organize under the laws of the State of Florida with its registered office as indicated in the Articles of Incorporation at 220 E. Monument Avenue, Suit C, Kissimmee, Florida 34741 has named C. MICHAEL MAGRUDER, located at the aforesaid address as its registered agent to accept service of process within this state. Under that acknowledgment having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate and being familiar with the obligations of that position, I hereby accept to act in this capacity and agree to comply with the provisions of Florida law in keeping open said office.

C. Michael Magruder
C. MICHAEL MAGRUDER

FILED
97 SEP 29 AM 10:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA