

10/06/97

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To: Division of Corporations

Fr: HBO Ventures, Inc.
Tom Etheridge Jr.

Re: Corporate filing

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****122.50 ****122.50

Enclosed please find the Articles of Incorporation for HBO Ventures, Inc. along with check #1136 in the amount of \$122.50 for the appropriate filing fees. Send all correspondence to 4134 Gulf of Mexico Dr., Suite 212, Longboat Key, FL 34228. If you have questions please don't hesitate to call, 941-387-0722.

Sincerely,



Thomas F. Etheridge Jr.

FILED
97 OCT -8 AM 10:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

J. Nadeau OCT -9 1997

ARTICLES OF INCORPORATION
OF
HBO VENTURES, INC.

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TALLAHASSEE, FLORIDA

ARTICLE I. NAME

The name of this corporation shall be HBO VENTURES, INC.

ARTICLE II. PRINCIPAL OFFICE

The mailing address and principal place of business of the corporation is 4134 Gulf of Mexico Dr. Suite 212, Longboat Key, FL 34228.

ARTICLE III. COMMENCEMENT & DURATION

The commencement of this corporation's existence shall be at the time of filing of these Articles of Incorporation. This corporation's duration shall be perpetual.

ARTICLE IV. PURPOSE

The general purposes for which the corporation is organized are the following:

- A. To engage in and transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act. No other purpose limits this general purpose in any way.
- B. To do such other things as are incidental to the purposes of the corporation or necessary or desirable in order to accomplish them.

ARTICLE V. CAPITAL STOCK

This corporation shall have the authority to issue One Thousand (1,000) shares of One Dollar (\$1.00) par value common capital stock.

ARTICLE VI. PREEMPTIVE RIGHTS

Each shareholder of the corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in this corporation that may from time to time be issued (whether or not presently authorized), including shares from the treasury of this corporation, in the ratio that the number of shares she holds at the time of issue bears to the total number of shares outstanding, exclusive of treasury shares. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares preempted within thirty (30) days of receipt of a notice in writing from the corporation, stating the prices, terms and conditions of the issue of shares, and inviting her to exercise her preemptive rights. This right may also be waived by affirmative written waiver submitted by the shareholder to the corporation within thirty (30) days of receipt of notice from the corporation.

ARTICLE VII. INITIAL BOARD OF DIRECTORS

The number of directors on this corporation's Initial Board of Directors shall be two (2). The number of directors may be increased or decreased from time to time, as provided in this corporation's bylaws, but shall never be less than one (1). The names and addresses of the individuals who shall serve as the initial Directors are:

Thomas F. Etheridge, Jr.
4134 Gulf of Mexico Dr. Suite 212
Longboat Key, FL 34288

ARTICLE VIII. INDEMNIFICATION

This corporation shall indemnify any officer, director, employee, or agent, and any former officer, director, employee, or agent, to the full extent permitted by law.

ARTICLE IX. AMENDMENTS OF ARTICLES

The power to adopt, alter, amend or repeal the Articles of Incorporation of this corporation shall be vested in the shareholders by a seventy-six percent (76%) vote.

ARTICLE X. INITIAL REGISTERED OFFICE & AGENT

The address of this corporation's initial registered office shall be: 4134 Gulf of Mexico Dr., Longboat Key, FL 34243. The name of the individual who shall serve as this corporation's initial Registered Agent at that address is: Thomas F. Etheridge, Jr..

ARTICLE XI. INCORPORATOR

The undersigned hereby accepts the appointment as Registered Agent of Vacation Break Business Opportunities, Inc., which is contained in the foregoing Articles of Incorporation. Pursuant to Section 607.0501(3), Florida Statutes (1993), I hereby state that I am familiar with and accept the duties, obligations and responsibilities as Registered Agent for said corporation.

DATED this 22 day of September, 1997.



Thomas F. Etheridge, Jr.
Registered Agent

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TALLAHASSEE, FLORIDA