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ACCOUNT NO. : 072100000032

REFERENCE : 607842 88155A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : November 20, 1997

ORDER TIME : 12:01 PM

ORDER NO. : 607842-005

CUSTOMER NO: 88155A

CUSTOMER: Lawrence H. Katz, Esq
LAWRENCE H. KATZ, ESQ

Suite 120
341 North Maitland Avenue
Maitland, FL 32751

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-11/21/97-01001-010
***122.50 ***122.50

DOMESTIC FILING

NAME: INTERNATIONAL LEISURE
CORPORATION

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Deborah Schroder

EXAMINER'S INITIALS:

FILED
97 NOV 20 AM 8:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
97 NOV 20 PM 3:22
DIVISION OF CORPORATION

m 11/21/97

ARTICLES OF INCORPORATION

OF

INTERNATIONAL LEISURE CORPORATION

FILED

97 NOV 20 AM 8:14

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, the undersigned, being a natural person of legal age, do hereby desire to form a Corporation under the Laws of the State of Florida, and do hereby adopt the following Articles of Incorporation.

1. **NAME.** The name of the Corporation shall be INTERNATIONAL LEISURE CORPORATION, a Florida Corporation.

2. **PRINCIPAL OFFICE OR MAILING ADDRESS.** The Principal Office of the corporation shall be and its mailing address shall be 2809 Jacana Court, Longwood, Florida 32779. The Principal Office and mailing address may be changed from time to time by the Board of Directors.

3. **STOCK.** The amount of total authorized capital stock of this Corporation is One Hundred Million (100,000,000) shares of common stock having a par value of \$.000001 per share and Fifty Million (50,000,000) shares of Preferred Stock having no par value per share. The Board of Directors of this Corporation is authorized to prescribe, fix or alter the classes, series, designations, preferences, voting powers, limitations and relative rights of each class or series of this Corporation's stock and to determine and fix the consideration to be paid for each share.

4. **INITIAL REGISTERED OFFICE AND AGENT.** The street address of the initial registered office of this Corporation is and the name of the initial registered agent of this Corporation at that address is:

Lawrence H. Katz
341 N. Maitland Avenue
Suite 120
Maitland, Florida 32751

5. **BOARD OF DIRECTORS.** The business of the Corporation shall be conducted and managed by a Board of Directors consisting of not less than one member, as fixed from time to time by the By-Laws of this Corporation and the Board of Directors shall be elected or appointed as provided in the By-Laws of this Corporation.

6. **INCORPORATOR.** The name and address of the Incorporator(s) is as follows:

<u>NAME</u>	<u>ADDRESS</u>
Lawrence H. Katz	341 N. Maitland Avenue Suite 120 Maitland, Florida 32751

7. **BY-LAWS.** The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors.

8. **INDEMNIFICATION.** Every Director, Officer, employee or agent of the Corporation shall be indemnified by the Corporation against all expenses and liabilities, including attorney's fees reasonably incurred or by reason of their being imposed upon him or her, in connection with any proceeding to which he or she may be made a party or in which he or she may become involved by reason of his or her employment or by reason of his or her being or having been a Director, Officer, employee or agent of the Corporation, or any settlement thereof, whether or not he or she is a Director, Officer, employee or agent at the time such expenses are incurred, except in such cases wherein the Director, Officer, employee or agent is adjudged liable for gross

negligence or willful and wanton misconduct in the performance of his or her duties as such Officer, Director, employee or agent. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such Director, Officer, employee or agent may be entitled.

9. AMENDMENT. The Corporation reserves the right to amend, alter, change, repeal and revise any of the provisions of this Corporation's Articles of Incorporation in the manner now, or hereafter prescribed by statute and all rights conferred on shareholders herein are granted subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation on the 18th day of November , 1997.

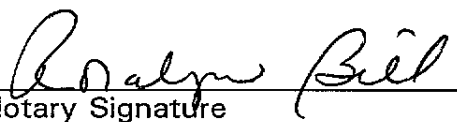


Lawrence H. Katz

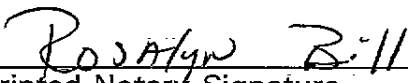
STATE OF FLORIDA
COUNTY OF ORANGE

I HEREBY CERTIFY that on this day, before me, an officer duly authorized to administer oaths and take acknowledgements, personally appeared Lawrence H. Katz, known to me to be the person described in and who executed the foregoing Articles of Incorporation and who acknowledged before me that he executed the same, that I relied upon the following form of identification of the above-named person: personally known and that an oath (~~was~~) (was not) taken.

WITNESS my hand and official seal in the County and State last aforesaid this 18th day of November, 1997.



Notary Signature



Printed Notary Signature
My Commission Expires:



CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE NAMING
UPON WHOM PROCESS MAY BE SERVED

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

First, that International Leisure Corporation, desiring to organize under the Laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation in the City of Longwood, County of Seminole, State of Florida, has named Lawrence H. Katz, 341 N. Maitland Avenue, Suite 120, Maitland, Florida 32751, as its agent to accept process within this state.

Having been named to accept service of process for the above named Corporation, at the place designated in this Certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said Act relative to keeping open said office.



Lawrence H. Katz, Resident Agent

corporation\international\resident.agent

FILED
97 NOV 20 AM 8:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA