

BETH S. SCHICK
ATTORNEY AT LAW

P98000005925

January 14, 1998

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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

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

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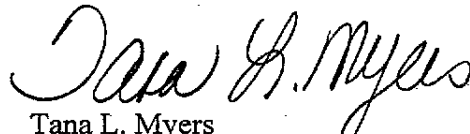
Re: The Incorporation of Leisure Time Promotional Group

Dear Sir/Madam:

Enclosed please find the executed Articles of Incorporation for Leisure Time Promotional Group, a copy of same, and check number 570 in the amount of \$122.50 which represents the filing fee.

Please file the Articles of Incorporation with the State. Please return a certified copy upon completion of filing to our office in the enclosed stamped, addressed envelope.

Sincerely,



Tana L. Myers
Paralegal to Beth S. Schick

/TLM

Enclosure

ARTICLES OF INCORPORATION
OF
LEISURE TIME
PROMOTIONAL GROUP, INC.

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ARTICLE I. CORPORATE NAME

The name of this corporation is **LEISURE TIME PROMOTIONAL GROUP, INC.**

ARTICLE II. NATURE OF BUSINESS AND POWERS

The general nature of the business to be transacted by this Corporation is to engage in any and all business permitted under the laws of the State of Florida.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is 1,000 shares of common stock having a par value of \$1.00 per share.

ARTICLE IV. TERMS

This Corporation shall exist perpetually.

ARTICLE V. REGISTERED AGENT AND INITIAL REGISTERED OFFICE

The Registered Agent and the street address of the initial Registered Office of this Corporation in the State of Florida shall be:

Beth S. Schick
204 North Wymore Road
Winter Park, Florida 32801

The Corporation's principle address and mailing address is 1601 Westchester Avenue, Winter Park, Florida 32789. The Board of Directors from time to time may move the Registered Office to any other address in the State of Florida.

ARTICLE VI. BOARD OF DIRECTORS

This Corporation shall have one (1) director initially. The number of directors may be increased or diminished from time to time by Bylaws adopted by the stockholders, but shall never be less than one (1).

ARTICLE VII. INITIAL DIRECTORS

The name of the initial director of this Corporation and his street address is:

Robert Preston Cole
1601 Westchester Avenue
Winter Park, Florida 32789

The person named as initial director shall hold office for the first year of existence of this Corporation or until his successor is elected or appointed and have qualified, whichever occurs first.

ARTICLE VIII. INCORPORATOR

The name and street address of the person signing these Articles of Incorporation as the Incorporator is:

Robert Preston Cole
1601 Westchester Avenue
Winter Park, Florida 32789

ARTICLE IX. AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholder's meeting by at least a two-third (2/3) of the stock entitled to vote, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE X. RESTRICTIONS

No shareholder shall transfer, alienate, or in any way dispose of any share of stock of the Corporation unless such share of stock shall first have been offered for sale to the Corporation. The Corporation reserves and shall have the exclusive right and option to purchase such shares of stock at a price equal to the book value thereof, within 60 days after such offer. If the Corporation chooses not to exercise its right to purchase said shares, then it shall notify all shareholders of record of its decision within five (5) days of electing not to purchase the shares. Thereafter, any shareholder may,

within thirty (30) days of the date of the Corporation giving notice, purchase such shares at a price equal to the book value thereof. The restrictions contained in this Article or a reference thereto shall be noted on the reverse side of such shares of stock issued by the Corporation.

ARTICLE XI. OFFICERS

The officers of this Corporation and the names of said officers who are to serve until the first meeting of the Board of Directors are:

<u>OFFICE</u>	<u>NAME</u>
President, Secretary, Treasurer	Robert Preston Cole

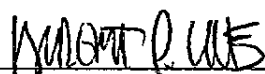
ARTICLE XII. INDEMNIFICATION

Each director and officer, in consideration of their services, shall be indemnified, whether then in office or not, the reasonable costs and expenses incurred by them in connection with the defense of or for advice concerning any claim asserted or proceeding brought against them by reason of their being or having been a director or officer of the corporation or of any subsidiary of the corporation, whether or not wholly owned, or by any reason of any act or omission to act as such director or officer, provided that they shall not have been derelict in the performance of their duty as to the matter or matters in respect of which such claim is asserted or proceeding brought. The foregoing right of indemnification shall not be exclusive of any other rights to which any director or directors or officers may be entitled.

ARTICLE XIII. COMPENSATION

The compensation of the officers of this Corporation as officers or employees shall be determined by the vote of the Board of Directors even though any or all of the directors are officers or employees of the Corporation.

IN WITNESS WHEREOF, the undersigned, as Incorporator, has executed the foregoing Articles of Incorporation on January 13th, 1998.


Robert Preston Cole, Incorporator

**STATE OF FLORIDA
COUNTY OF ORANGE**

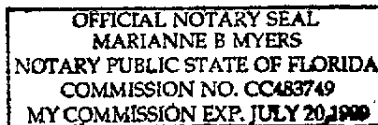
BEFORE ME, a Notary Public, personally appeared Robert Preston Cole to me personally known to be the person described as Incorporator and who executed the foregoing Articles of Incorporation, and acknowledged before me that he subscribed to these Articles of Incorporation on January 13th 1998.

Marianne B. Myers
Notary Public

My Commission Expires:

Print: July 20, 1999

Commission # CC483749



**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON
UPON WHOM PROCESS MAY BE SERVED,
AND ACCEPTANCE BY REGISTERED AGENT**

In compliance with Section 48.091, Florida Statutes, the following is submitted:

LEISURE TIME PROMOTIONAL GROUP, INC., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business, as indicated in the Articles of Incorporation, at the City of Winter Park, County of Orange, State of Florida, has named Beth S. Schick, located at 204 North Wymore Road, City of Winter Park, County of Orange, State of Florida, as its agent to accept service of process within Florida.

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further state that I am familiar with and agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Beth S. Schick
Beth S. Schick, Registered Agent

1-13-98
Date

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