

04/24/98 FRI 11:16 FAX 407 423 4495

LOWNDES DROSDICK

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FLORIDA DIVISION OF CORPORATIONS  
PUBLIC ACCESS SYSTEM  
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((H98000007776 1)))

TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: LOWNDES, DROSDICK, DOSTER, KANTOR & REED, P. ACCT#: 072720000036

CONTACT: KAREN L DIDEA

PHONE: (407)843-4600

FAX #: (407)843-4444

NAME: CELEBRATION WORLD RESORT MANAGEMENT, INC.

AUDIT NUMBER.....H98000007776

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0 PAGES..... 2

CERT. COPIES.....1 DEL.METHOD.. FAX

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AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

\*\* ENTER 'M' FOR MENU. \*\*

ATTORNEY: 427

CLIENT: 099994

MATTER: 45091

COMMENTS:

PLEASE NOTE THAT THIS DOCUMENT MUST BE FILED WITH AN EFFECTIVE DATE OF TODAY,  
April 24, 1998. IF YOU HAVE ANY QUESTIONS, PLEASE DO NOT HESITATE TO CALL ME.

THANK YOU FOR YOUR ASSISTANCE IN THIS MATTER.

GAIL S. ANDRE  
Direct Dial: 407/418-6203

FILED  
98 APR 24 PM 12:56  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

B. BROCK APR 24 1998

ARTICLES OF INCORPORATION

OF

CELEBRATION WORLD RESORT MANAGEMENT, INC.

ARTICLE I - NAME

The name of this corporation is CELEBRATION WORLD RESORT MANAGEMENT, INC.

ARTICLE II - PRINCIPAL OFFICE AND MAILING ADDRESS

The street address of the principal office and the mailing address of the corporation shall be 7380 Sand Lake Road, Suite 560-C, Orlando, Florida 32819.

ARTICLE III - CAPITAL STOCK

This corporation is authorized to issue ONE THOUSAND (1,000) shares of ONE CENT (\$0.01) par value common stock.

ARTICLE IV - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 215 N. Eola Drive, Orlando, Florida 32801, and the name of the initial registered agent of this corporation at that address is William T. Dymond, Jr.

ARTICLE V - INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be either increased or decreased from time to time as provided in the Bylaws of the corporation, but shall never be less than one (1). The name and address of the initial director are as follows:

Jose Dahruj, Jr.

7380 Sand Lake Road, Suite 560-C  
Orlando, Florida 32819

This document was prepared by:  
William T. Dymond, Jr., Esquire  
Florida Bar Number: 0510254

Lowndes, Drosdick, Doster, Kantor & Reed, P.A.  
P. O. Box 2809  
Orlando, Florida 32802-2809  
(407) 843-4600

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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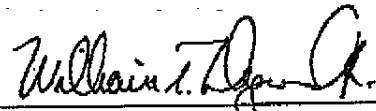
ARTICLE VI - INCORPORATOR

The name and address of the person signing these Articles are as follows:

William T. Dymond, Jr.


215 N. Eola Drive  
Orlando, Florida 32801

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of  
Incorporation this 24th day of April, 1998.

  
William T. Dymond, Jr., Incorporator

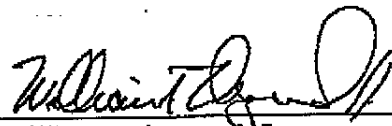
ACCEPTANCE OF REGISTERED AGENT

The undersigned hereby accepts the designation as Registered Agent of CELEBRATION  
WORLD RESORT MANAGEMENT, INC.

  
William T. Dymond, Jr.

WAIVER OF SUBSCRIPTION RIGHTS

The undersigned hereby waives any rights of subscription which may have accrued by virtue  
of the undersigned acting as Incorporator of CELEBRATION WORLD RESORT MANAGEMENT,  
INC.

  
William T. Dymond, Jr.

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