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LOWNDES DROSDICK

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FLORIDA DIVISION OF CORPORATIONS
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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 DEVELOPMENT, INC.

AUDIT NUMBER.....H98000007777

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

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

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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

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98 APR 24 PM 1:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B. BROCK APR 24 1998

ARTICLES OF INCORPORATION

OF

CELEBRATION WORLD RESORT DEVELOPMENT, INC.

ARTICLE I - NAME

The name of this corporation is CELEBRATION WORLD RESORT DEVELOPMENT, 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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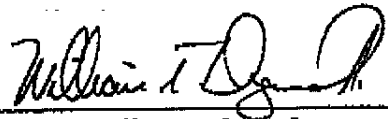
ARTICLE VI - INCORPORATOR

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

William T. Dymond, Jr.

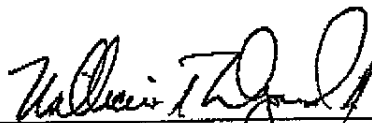
215 N. Eola Drive
Orlando, Florida 32801

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


William T. Dymond, Jr., Incorporator

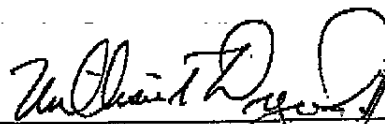
ACCEPTANCE OF REGISTERED AGENT

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


William T. Dymond, Jr.