

P98000041303

DOWNTOWN BUSINESS SERVICES

30 April 1998

Secretary of State
Corporation Division of New Filings
P.O. Box 6327
Tallahassee, FL 32314

Re: PARKER BROS., INC.

8000002509898--1
-05/04/98--01095--007
****122.50****122.50

To Whom It May Concern:

Enclosed is an original and one copy of the Articles of Incorporation for the above named proposed Florida Corporation. Also enclosed is a check in the amount of \$122.50, representing payment of fees as follows:

Filing Fee	\$	35.00
Designation & Acceptance of Registered Agent		35.00
Certified Copy		52.00
TOTAL	\$	122.50

FILED
98 MAY -4 AM 10:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Please file the enclosed Articles of Incorporation and return the certified copy to the undersigned.

Thank you for your attention in this matter.

Sincerely,

Shirley P. Yockey

Shirley P. Yockey

DRP/syenclosures Articles of Incorporation (2)
Check for \$122.50

9M 5-7-98

ARTICLES OF INCORPORATION
OF

PARKER BROS., INC.

ARTICLE I - NAME

The name of this corporation is:

Parker Bros., Inc.

ARTICLE II - PRINCIPAL OFFICE

The principal address of the business and mailing
address of this corporation shall be:

P.O. Box 470481
Kissimmee, Florida 34747-0481

ARTICLE III - GENERAL NATURE

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, including
but not limited to the ownership and operation of a hotel
property.

ARTICLE IV - SHARES

The maximum number of shares of stock that this
corporation is authorized to issue and have outstanding at
any one time is 10,000 shares of common stock having a par
value of \$1.00 per share.

ARTICLE V - INITIAL REGISTERED AGENT AND STREET ADDRESS

The registered agent and the street address of the
initial registered office of this corporation in the State
of Florida shall be:

Robert J. Parker
408 Arbor Circle
Kissimmee, Florida 34747

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98 MAY -4 AM 10:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VI - DIRECTORS

This corporation shall initially have two directors. The number of directors may be increased or decreased from time to time by the by-laws adopted by the stockholders but shall never be less than one. The persons named as initial director shall hold office for the first year of the existence of this corporation or until successors are elected or appointed and has qualified, whichever comes first.

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

Robert J. Parker
408 Arbor Circle
Kissimmee, Florida 34747

Janis J. Parker
408 Arbor Circle
Kissimmee, Florida 34747

ARTICLE VII - INCORPORATOR

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

Robert J. Parker
408 Arbor Circle
Kissimmee, Florida 34747

ARTICLE VIII - TERM OF EXISTENCE

The corporation shall have perpetual existence commencing on the date of the filing of these articles.

ARTICLE IX

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 Shareholder's Meeting by at least a majority 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 to these Articles of Incorporation be made.

ARTICLE X - SECTION 1244

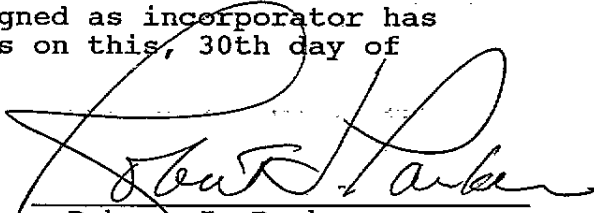
The subscriber desires the corporate stock be issued pursuant to Section 1244 of the Internal Revenue Code and to be taxed as a Subchapter S corporation.

ARTICLE XI - OFFICERS

The name of the officers of the corporation are:

President:	Robert J. Parker
Vice President:	Janis J. Parker
Secretary:	Suzanne M. Parker

IN WITNESS WHEREOF the undersigned as incorporator has executed the foregoing Articles on this, 30th day of April, 1998.


Robert J. Parker

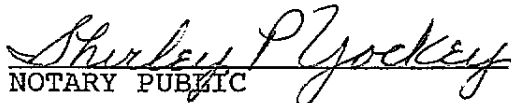
STATE OF FLORIDA)

COUNTY OF ORANGE)

The foregoing instrument was acknowledged before me this, the 15th day of January 1998, by Robert J. Parker, on behalf of the corporation. He produced Florida Drivers License #P626-770-49-031-0 as identification and did not take an oath.



Shirley P Yockey
My Commission CC659774
Expires June 30, 2001


NOTARY PUBLIC

FILED

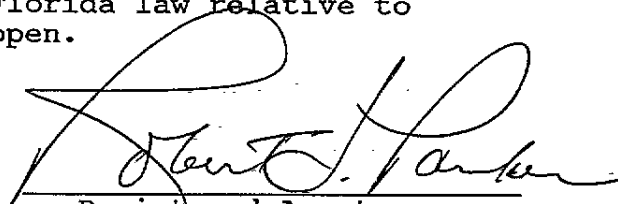
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCEPTANCE OF REGISTERED AGENT

Having been named in these Articles of Incorporation as Registered Agent to accept service of process for the above named corporation, at the place designated in Article V, the undersigned accepts the designation as Registered Agent and agrees to act in this capacity and agrees to comply with the provisions of Florida law relative to keeping the designated office open.

Date: April 30, 1998


Registered Agent

STATE OF FLORIDA)

COUNTY OF ORANGE)

The foregoing instrument was acknowledged before me on this, the 30th day of April, 1998 by Robert J. Parker on behalf of the corporation. He produced Florida Drivers License #P626-770-49-031-0 as identification and did not take an oath.



Shirley P Yockey
My Commission CC659774
Expires June 30, 2001


Notary Public