



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 972833 107352A

AUTHORIZATION :

Patricia Pigute

COST LIMIT : \$ 70.00

ORDER DATE : September 24, 1998

ORDER TIME : 10:43 AM

ORDER NO. : 972833-005

CUSTOMER NO: 107352A

CUSTOMER: Ms. Susan Barnes
MS. SUSAN BARNES

500002648465--4

Suite C-3
609 West Vine Street
Kissimmee, FL 34741

DOMESTIC FILING

NAME: ALL FLORIDA RESERVATIONS, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Christopher Smith

EXAMINER'S INITIALS:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 SEP 24 PM 3:38

RECEIVED
98 SEP 24 PM 2:35
DIVISION OF
CORPORATION

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 SEP 24 PM 3:38

ARTICLES OF INCORPORATION
OF
ALL FLORIDA RESERVATIONS, INC.

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

ALL FLORIDA RESERVATIONS, INC.

The address of the principal office of this corporation shall be 609 West Vine Street, Suite C-3, Kissimmee, Florida 34741, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 100 shares of common stock having no par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 1201 Hays Street, Tallahassee, Florida 32301, and the name of the initial registered agent of the corporation at that address is Corporation Service Company.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have three Directors, initially. The names and addresses of the initial members of the Board of Directors are:

Susan Barnes	2945 Paddington Way, Kissimmee, Florida 34747
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Steven Barnes	8605 Tudor Court, Kissimmee, Florida 34747
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Gerry Barnes	2945 Paddington Way, Kissimmee, Florida 34747
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ARTICLE VII. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation:

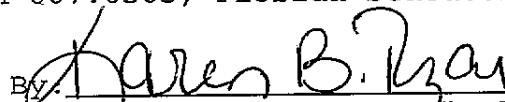
The Company Corporation
1013 Centre Road
Wilmington, Delaware 19805

The undersigned incorporator has executed these Articles of Incorporation on September 24, 1998.


Its Agent, Karen B. Rozar
Incorporator

ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION

Corporation Service Company, a Delaware corporation authorized to transact business in this State, having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

By: 
Its Agent, Karen B. Rozar
Authorized Service Representative
Corporation Service Company

CKS