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TRANSMITTAL LETTER

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

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-08/02/99--01021--012
*****78.75 *****78.75

SUBJECT: Destiny Resorts, Inc.
(Proposed corporate name - must include suffix)

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

\$70.00
Filing Fee

\$78.75
Filing Fee
& Certificate of Status

\$78.75
Filing Fee
& Certified Copy

\$87.50
Filing Fee,
Certified Copy
& Certificate of
Status

ADDITIONAL COPY REQUIRED

FROM: KATHY SWART
Name (Printed or typed)

c/o SWART, BAUMRUK & TWOHIG, LLP
717 E. OAK STREET

Address

KISSIMMEE, FL 34744

City, State & Zip

(407) 847-7466

Daytime Telephone number

FILED
99 AUG -2 PM 3:50
SECRETARY OF STATE
TALLAHASSEE, FL 08/02/99

NOTE: Please provide the original and one copy of the articles.

8-9-99
KCS

ARTICLES OF INCORPORATION

DESTINY RESORTS, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I. NAME

The name of this corporation shall be Destiny Resorts, Inc.

ARTICLE II. DURATION

This corporation shall have perpetual existence commencing on the date of filing of the Articles of Incorporation by the Department of State.

ARTICLE III. PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV. CAPITAL STOCK

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

ARTICLE V. ADDRESS

The initial post office address of the principal place of business of this corporation is 16462 N.E. 34th Ave., North Miami Beach, FL 33160. The Board of Directors may, from time to time, move the principal office to any other address in Florida.

ARTICLE VI. DIRECTORS

This corporation shall have one director initially. The number of directors may be changed from time to time by the bylaws. The name and address of the initial director, who will serve until the first annual meeting of shareholders of the corporation or until his successor is duly elected and qualified is:

NAME	ADDRESS
Ferdinand Montes	16462 N.E. 34 th Ave. North Miami Beach, FL 33160

ARTICLE VII. SUBSCRIBERS

The subscriber to these Articles of Incorporation is:

NAME	ADDRESS
Harry J. Swart, CPA	717 E. Oak Street Kissimmee, FL 34744

ARTICLE VIII. OFFICERS

The officers of this corporation shall be President, Vice President, Secretary, and Treasurer. They shall be elected by the Board of Directors.

ARTICLE IX. REGISTERED AGENT


The initial registered agent and registered agent's address for service of process for this corporation is:

NAME	ADDRESS
Harry J. Swart, CPA	717 E. Oak Street Kissimmee, FL 34744

ARTICLE X. AMENDMENTS

These Articles of Incorporation may be amended in the manner set forth in the bylaws of this corporation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 29 day of July, 1999.

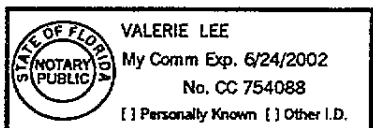



Harry J. Swart

STATE OF FLORIDA
COUNTY OF OSCEOLA

BEFORE ME, a Notary Public authorized to take acknowledgments in the state and county set forth above personally appeared Harry J. Swart, known to me personally and executed the foregoing Articles of Incorporation

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the state and county aforesaid this 29 day of July 1999.






Valerie A. Lee
Notary Public, State of Florida

DESIGNATION AND ACCEPTANCE OF REGISTERED AGENT

The undersigned subscriber of Destiny Resorts, Inc., designates the following individual as registered agent for this corporation:

Harry J. Swart, CPA
717 E. Oak Street
Kissimmee, FL 34744




Harry J. Swart

ACCEPTANCE OF REGISTERED AGENT

The undersigned does hereby accept the designation as registered agent of Destiny Resorts, Inc.

DATED this 29 day of July, 1999.



Harry J. Swart

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA