

P96000024264

TRANSMITTAL LETTER

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

SUBJECT: S & R TOURS, INC.
(Proposed corporate name - must include suffix)

300001743033
-03/14/96--01053--005
*****78.75 *****78.75

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

\$122.50
Filing Fee
& Certified Copy

\$131.25
Filing Fee,
Certified Copy
& Certificate

Additional Copy Required

FROM:

JOHN SHANNANAN
Name (printed or typed)

137 PALM HARBOUR BLVD.
Address

PANAMA CITY Bch., FL. 32408
City, State & Zip

904-235-4100
Daytime Telephone number

DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

95 MAR 14 AM 10:25

FILED

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

GB 3/19/96

FILED

95 MAR 16 AM 10:25

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
S & R TOURS, INC.

The undersigned subscriber to these Articles of Incorporation, being a natural person competent to contract, hereby forms a corporation of profit under Chapter 607 of the Florida Statutes, as amended.

ARTICLE I - NAME

Then name of this corporation shall be:
S & R TOURS, INC.

ARTICLE II - INITIAL PRINCIPAL OFFICE

The initial principal office of the corporation is:

c/o John N. Shannahan
137 Palm Harbour Blvd.
Panama City Beach, FL 32408

ARTICLE III - DURATION

The corporation is to commence its corporate existence on the date of filing by the Secretary of the State of Florida. This corporation shall exist perpetually.

ARTICLE IV - PURPOSE

This corporation is organized for the following purpose:

The transaction of any and all lawful business for which corporations may be incorporated, including but not limited to those powers enumerated in Florida Statutes 607.0302, et. seq., as amended, and the doing of all lawful things related thereto.

ARTICLE V - CAPITAL STOCK

This corporation is authorized to issue One Hundred (100) shares of one and 00/100 Dollars (\$1.00) par value common stock. Each outstanding share, regardless of class, shall be entitled to one (1) vote on each matter submitted to a vote at a meeting of the shareholders, unless otherwise designated as "NONVOTING" by a resolution recorded in the corporation's minute book and a similar legend on the subject certificate(s). The shares of stock may be issued for such consideration, having a value not less than par value of the shares issued therefor, as is determined from time to time by

the board of directors to be paid, in whole or in part, in cash or other property, intangible or intangible, or in labor or services actually performed for the corporation.

ARTICLE VI - INITIAL REGISTERED AGENT AND OFFICE

The name of the initial registered agent and the street address of the initial registered agent of this corporation is:

John N. Shannahan
137 Palm Harbour Blvd.
Panama City Beach, FL 32408

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) directors initially. The number of directors may be either increased or diminished from time to time but shall never be less than one (1). All corporate powers shall be exercised by and under the authority of, and the business and affairs of the corporation shall be managed under the direction of, the board of directors. Any and all additional powers and duties conferred to or imposed upon the board of directors, shall be by resolution of the shareholders.

The names and addresses of the initial directors are:

John N. Shannahan
137 Palm Harbour Blvd.
Panama City Beach, FL 32408

Andrew Redmond
117 Rose Coral Dr.
Panama City Beach, FL 32408

ARTICLE VIII - RESTRAINT ON TRANSFER OF SHARES

The shareholders may, by agreement, impose any reasonable restraint on the transfer or alienation of shares.

ARTICLE IX - INDEMNIFICATION

The corporation may indemnify any present or former officer, incorporator, or director, or person exercising powers and duties of a director, to the full extent now or hereafter permitted by law.

ARTICLE X - AMENDMENT

The shareholders reserve the right to alter, amend or repeal any provision contained in these Article of Incorporation, or to adopt new provisions. These Articles of Incorporation may be amended by a simple majority vote of the voting stock of the corporation that is present, at any regular meeting of the shareholders or at any special meeting of the shareholders called for that purpose. These Articles of Incorporation may be amended without a meeting as provided for in the Bylaws.

ARTICLE XI - INCORPORATOR

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

John N. Shannahan
137 Palm Harbour Blvd
Panama City Beach, FL 32408

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation, this 14th day of March, 1996.


John N. Shannahan

FILED

CERTIFICATE OF ACCEPTANCE OF REGISTERED AGENT

96 MAR 16 AM 10:25

Pursuant to Section 48.091 and Section 607.0501, Florida Statutes, the following is submitted:

S & R Tours, Inc., desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation in the State of Florida, has named as its agent to accept service of process within this State:

John N. Shannahan
137 Palm Harbour Blvd.
Panama City Beach, FL 32408

ACKNOWLEDGEMENT:

Having been named as Registered Agent to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and agree to comply with the provisions of said Act.



John N. Shannahan