P96000072311

1201 HAYS STREET
TALLAHASSEE, FL

CSC networks

PRENTICE HALL LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 069990 11405A

AUTHORIZATION : Patricia Pizzuto

COST LIMIT : $ 78.75

ORDER DATE : August 29, 1996

ORDER TIME : 2:47 PM

ORDER NO. : 069990

600001936216

CUSTOMER NO: 11405A

CUSTOMER: Thomas Putnum, Esq
PETERSON MYERS CRAIG CREWS
BRANDON & PUTERBAUGH, P.A.
141 5th Street Northwest
P. O. Drawer 7608
Winter Haven, FL 33881

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 AUG 29 AM 9:39

DOMESTIC FILING

NAME: FALCON TRAVEL PROFESSIONALS INTERNATIONAL, INC.

RECEIVED
96 AUG 29 PM 4:18
DIVISION OF CORPORATION

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
____ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

____ CERTIFIED COPY
XX PLAIN STAMPED COPY
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Deborah Schroder

EXAMINER'S INITIALS: CP 8/30/96

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ARTICLES OF INCORPORATION

OF

FALCON TRAVEL PROFESSIONALS INTERNATIONAL, 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:

FALCON TRAVEL PROFESSIONALS INTERNATIONAL, INC.

The address of the principal office of this corporation shall be Post Office Box 9079, Winter Haven, Florida 33883-9079 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 7,500 shares of common stock having $1.00 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 two Directors, initially. The names and addresses of the initial members of the Board of Directors are:

D. Fox Maulden Dir.	Post Office Box 9079 Winter Haven, Florida 33883-9079
Carolyn A. Mclendon Dir.	Same

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ARTICLE VII. PREEMPTIVE RIGHTS

The corporation elects to have preemptive rights.

ARTICLE VIII. INCORPORATOR

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

Corporation Service Company
1201 Hays Street
Tallahassee, Florida 32301

IN WITNESS WHEREOF, the undersigned agent of Corporation Service Company, has hereunto set their hand and seal of Corporation Service Company on August 29, 1996.

CORPORATION SERVICE COMPANY

By: Deborah D. Skipper

It's Agent, Deborah D. Skipper

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.

CORPORATION SERVICE COMPANY

By: Deborah D. Skipper

It's Agent, Deborah D. Skipper

HBD/das

P96000072311

PETERSON & MYERS, P.A.

ATTORNEYS AT LAW

J. HARDIN PETERSON, JR. (1894-19..)
MICHAEL W. CREWS (19..-1991)

PHILIP D. ALLEN
JACK P. BRANDON
BEACH A. BROOKS, JR.
KRISTEN M. BUZZANCA
J. DAVID CONNOR
MICHAEL S. CRAIG
ROY A. CRAIG, JR. *
JACOB C. DYKXHOORN
DENNIS P. JOHNSON
KEVIN C. KNOWLTON
DOUGLAS A. LOCKWOOD, III
M. CRAIG MASSEY
PETER J. MUNSON
CORNEAL B. MYERS
CORNELIUS B. MYERS, III
E. BLAKE PAUL
ROBERT E. PUTERBAUGH
ABEL A. PUTNAM
THOMAS B. PUTNAM, JR.
DEBORAH A. RUSTER
STEPHEN R. SENN
ANDREA TEVES SMITH
KEITH H. WADSWORTH
KERRY M. WILSON

P.O. BOX 1079
LAKE WALES, FLORIDA 33859-1079
130 EAST CENTRAL AVENUE
LAKE WALES, FLORIDA 33853
(941) 676-7611
(941) 683-8942
FAX 676-0643

P.O. BOX 24628
LAKELAND, FLORIDA 33802-4628
100 EAST MAIN STREET
LAKELAND, FLORIDA 33801
(941) 683-6511
(941) 676-6934
FAX 682-8031

P.O. DRAWER 7608
WINTER HAVEN, FLORIDA 33883-7608
141 5TH STREET, NW, SUITE 300
WINTER HAVEN, FLORIDA 33881
(941) 294-3360
FAX 299-6498

PLEASE REPLY TO:

Winter Haven

FILED
97 SEP 15 AM 11:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

September 12, 1997

Secretary of State
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

400002292934--9
-09/15/97--01091--007
*****35.00 *****35.00

RE: FALCON TRAVEL PROFESSIONALS INTERNATIONAL, INC.

Gentlemen and Ladies:

In connection with the above corporation, enclosed for filing please find a Statement of Change of Registered Office and Registered Agent. I am also enclosing this firm's check in the amount of $35.00 to cover the filing fee.

If you have any questions, or if anything further is needed, please let me know.

Sincerely,

Thomas B. Putnam, Jr.

Thomas B. Putnam, Jr.

TBP/jh
Enclosures

xc: Ms. Carolyn A. McLendon, w/enclosure

RA Chg.

VS SEP 19 1997

Florida Department of State, Sandra B. Mortham, Secretary of State

* * * FILING FEE: $35.00 * * *

STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT OR BOTH FOR CORPORATIONS

FILED 97 SEP 15 AM 11: SECRETARY OF STATE TALLAHASSEE, FLORIDA

Pursuant to the provisions of sections 607.0502, 617.0502, 607.1508, or 617.1508, Florida Statutes, the undersigned corporation organized under the laws of the State of Florida *submits the following statement in order to change its registered office or registered agent, or both, in the State of Florida.*

1. The name of the corporation is: FALCON TRAVEL PROFESSIONALS INTERNATIONAL, INC.

2. The mailing address of the corporation is: Post Office Box 9079, Winter Haven, Florida 33883-9079.

3. Date of incorporation/qualification: August 29, 1996 Document number: P96000072311

4. The name and address of the current registered agent and office:

Corporation Service Company
1201 Hays Street
Tallahassee, Florida 32301 USA

5. The name and address of the new registered agent and office: (P. O. Box Not Acceptable)

Carolyn A. McLendon
312 Avenue K, S.E.
Winter Haven, Florida 33880

The street address of its registered office and the street address of the business office of its registered agent, as changed, will be identical.

Such change was authorized by resolution duly adopted by its board of directors or by an officer so authorized by the board.

Carolyn A. McLendon ✓ 8/29/96
(Signature of an officer, chairman or vice chairman of the board) (Date)

Carolyn A. McLendon, President
(Printed or typed name and title) (Date)

Having been named as registered agent and to accept service of process for the above stated corporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.

Carolyn A. McLendon ✓ 8/29/96
(Signature of Registered Agent) (Date)
Carolyn A. McLendon

If signing on behalf of an entity:

(Typed or Printed Name) (Capacity)

CR2E045(3/96)