

PA 71000053251

ALL PORTS TRAVEL OF SOUTHWEST FLORIDA, INC.

18900 North Tamiami Trail, Suite 2
North Fort Myers, Florida 33903
(941) 731-7755

June 12, 1997

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32304

400002213574--9
-06/16/97--01163--005
****122.50 ****122.50

To Whom It May Concern:

I wish to form a Florida Corporation. Enclosed are my Articles of Incorporation.

Also enclosed is my check in the amount of \$122.50 as follows:

\$70.00	Initial Filing Fee/Registered Agent
\$52.50	Certified Copy
<hr/>	
\$122.50	

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 JUN 16 2:19:16

If you require any further information, please advise. Thank you.

Sincerely,

Elizabeth J. Parkinson

gpc 6/17/97

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97, 1111 10 11 1997

**ARTICLES OF INCORPORATION
OF**

ALL PORTS TRAVEL OF SOUTHWEST FLORIDA, INC.

I, the undersigned, do hereby establish for the purpose of becoming a Corporation, operating for profit by and under the provisions of the Statutes of Florida appertaining and providing for the formation, liabilities, rights privileges and immunities of a Corporation operating for profit, and do hereby make, subscribe, acknowledge and file these Articles of Incorporation for the purpose of becoming such a Corporation for profit and do hereby declare, state, and certify:

ARTICLE I

The name of this Corporation shall be ALL PORTS TRAVEL OF SOUTHWEST FLORIDA, INC. The address of this Corporation shall be 18900 NORTH TAMiami TRAIL, SUITE 2, NORTH FORT MYERS, FLORIDA 33903.

ARTICLE II

This Corporation shall have perpetual existence unless sooner dissolved as shall be directed by law.

ARTICLE III

The Corporation may transact any and all lawful business for which Corporations may be incorporated under the Florida General Corporation Act.

ARTICLE IV

The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time shall be one thousand (1,000) shares of common stock having a nominal or par value of one dollar (\$1.00) per share. The consideration to be paid for each such share shall be money, property, or services of value at least equivalent to the stock issued as fixed and determined, from time to time, by the Board of Directors.

ARTICLE V

The amount of capital with which this Corporation will begin business shall not be less than Five Hundred Dollars (\$500.00).

ARTICLE VI

The street address of the initial registered office of this Corporation is 1021 S.E. 8TH TERRACE, UNIT 4-E , CAPE CORAL, FLORIDA 33990.

ARTICLE VII

The name and address of the initial Registered Agent of this Corporation is ROBERT E. GELLES, 1021 S.E. 8TH TERRACE, UNIT 4-E, CAPE CORAL, FLORIDA 33990.

ARTICLE VIII

This Corporation shall have one Director initially. The number of Directors of this Corporation may be increased or decreased from time to time, by the By-Laws of this Corporation, but which number of Directors shall never be less than one.

ARTICLE IX

This Corporation shall have one Officer and one Director, initially. The name and street address of the initial Officer and Director, who shall hold office for the first year of the Corporation, or until a successor is elected or appointed is: ELIZABETH J. PARKINSON, PRES./VICE PRES./ SEC/TREAS/DIR., 1021 S.E. 8TH TERRACE, UNIT 4-E, CAPE CORAL, FLORIDA 33990.

ARTICLE X

The Subscriber of the Articles of Incorporation, together with his/her respective address is ELIZABETH J. PARKINSON, 1021 S.E. 8TH TERRACE, UNIT 4-E, CAPE CORAL, FLORIDA 33990.

ARTICLE XI

These Articles of Incorporation may be amended in a manner provided therefore by the Laws of the State of Florida. Each amendment to these Articles of Incorporation shall be proposed by one or more of the Stockholders of this Corporation. Any questions, motions, or actions of the Stockholders of this Corporation shall be decided by a majority vote of the Stockholders entitled to vote thereon. The By-Laws of this Corporation shall be promulgated, adopted, amended, changed or deleted by the Stockholders of this Corporation. The Business Affairs of this Corporation shall be conducted by a Board of Directors, and the Directors thereof shall be elected at the Annual Meeting of the Stockholders of this Corporation as a condition precedent to holding an Office or being a Director or Agent in this Corporation. The Officers and Directors of this Corporation shall have and enjoy all the rights, privileges, and immunities of a Corporation operating under the Laws of the State of Florida, appertaining thereto at the time of the Incorporation hereof and any Amendments thereto. The number and nature of the Offices in this Corporation subsequent to the initial Offices may be increased, deleted or changed by the By-Laws of this Corporation in keeping with the Laws of the State of Florida appertaining thereto.

IN WITNESS WHEREOF, the undersigned Subscriber has executed the foregoing Articles of Incorporation, this 12 of June, 1997.

SIGNED IN THE PRESENCE OF:

Ilene R Dabb
Ilene R Dabb

Elizabeth J. Parkinson
Elizabeth J. Parkinson

STATE OF FLORIDA
COUNTY OF LEE

Before me, the undersigned authority, personally appeared ELIZABETH J. PARKINSON who upon first being duly sworn, deposes and says that she has read the foregoing Articles of Incorporation, and that she has executed the same freely and voluntarily.

Witness my hand and official seal this 12 of June, 1997, at North Fort Myers, Florida.

Brenda K Horton
NOTARY PUBLIC STATE OF FLORIDA
AT LARGE

My commission expires:



FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 JUN 16 10:16

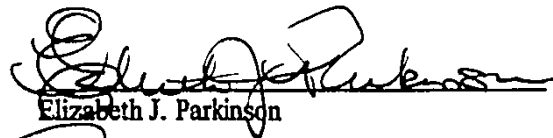
CERTIFICATE OF DESIGNATION

REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned Corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the Corporation is: ALL PORTS TRAVEL OF SOUTHWEST FLORIDA, INC.
2. The name and address of the registered agent and office is:

ROBERT E. GELLES
1021 S.E. 8TH TERRACE - UNIT 4-E
CAPE CORAL, FLORIDA 33990


Elizabeth J. Parkinson

President
Title

6-12-97.
Date

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, 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 RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.


Robert E. Gelles

6/12/97
Date