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TO: DIVISION OF CORPORATIONS

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FROM: FILINGS, INC.

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CONTACT: TERESA ROMAN PHONE: (904)385-6735
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FAX #:

NAME: BREAK-AWAY FUN & TRAVEL CORP. AUDIT NUMBER.....H97000020944 DOC
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SECRETARY OF STATE
TALLAHASSEE FLORIDA

B. McKnight DEC 19 1997

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TALLAHASSEE FLORIDA

**ARTICLES OF INCORPORATION
OF**

BREAK-AWAY FUN & TRAVEL CORP.

a Florida Corporation

The undersigned, acting as Incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation.

**ARTICLE I
CORPORATE NAME**

The name of this Corporation shall be:

BREAK-AWAY FUN & TRAVEL CORP.

**ARTICLE II
NATURE OF CORPORATE BUSINESS**

The Corporation may engage in or transact any or all activity or business permitted under the laws of the United States and of the State of Florida.

**ARTICLE III
CAPITAL STOCK**

The Corporation is authorized to issue and have outstanding at any one time an aggregate number of 1000 shares of one class of common stock having a par value of \$0.10 per share. The consideration to be paid for each share of stock shall be fixed by the Board of Directors.

**ARTICLE IV
PREEMPTIVE RIGHTS**

All shareholders of the Corporation shall be vested with full preemptive rights.

**ARTICLE V
EXISTENCE**

The Corporation shall commence its existence upon the filing of these Articles of Incorporation.

The Corporation shall have a perpetual existence, unless sooner dissolved according to law.

PREPARED BY:
F.J. PETRILLO & ASSOCIATES
10310 S.W. 51st Street
Cooper City, FL. 33328
954-680-5800

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TALLAHASSEE FLORIDA

ARTICLE VI

INITIAL REGISTERED AGENT AND INITIAL REGISTERED OFFICE

The Corporation's Initial Registered Agent and Registered Office in the State of Florida are:

INITIAL REGISTERED AGENT: Peter Roussonicoles

INITIAL REGISTERED OFFICE: 10093 W Sunset Strip
Sunrise, Florida 33322

ACKNOWLEDGMENT AND CONSENT OF REGISTERED AGENT

Having been named Initial Registered Agent to accept service of process on the Corporation at the Initial Registered Office designated in these Articles of Incorporation, I hereby accept such status and consent to act in this capacity and agree to comply with all the requirements of law pertaining thereto.

REGISTERED AGENT

By: Peter Roussonicoles
Peter Roussonicoles

**ARTICLE VII
INITIAL BOARD OF DIRECTORS**

The number of Directors constituting the initial Board of Directors of the Corporation is one (1). The number of directors may be increased or decreased from time to time, by the By-Laws adopted by the shareholders, but shall never be less than one (1) nor more than seven (7).

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**ARTICLE VIII
INITIAL DIRECTORS**

The names and addresses of the initial members of the Board of Directors are:

Peter Roussonicoles
10093 W Sunset Strip
Sunrise, Florida 33322

**ARTICLE IX
CUMULATIVE VOTING FOR DIRECTORS**

At all elections of directors of this corporation, each shareholder shall be entitled to as many votes as shall equal the number of votes which (except for these provisions as to cumulative voting) he would be entitled to cast for the election of directors with respect to his shares of stock multiplied by the number of directors to be elected, and he may cast all such votes for a singular director, or may distribute them among the number to be voted for, or any two or more of them, as he may see fit.

**ARTICLE X
PRINCIPAL OFFICE**

The principal office of the corporation is:

10093 W Sunset Strip
Sunrise, Florida 33322

**ARTICLE XI
MAILING ADDRESS**

The mailing address of the corporation is:

10093 W. Sunset Strip
Sunrise, Florida 33322

**ARTICLES XII
POWERS**

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.

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**ARTICLE XIII
INCORPORATOR**

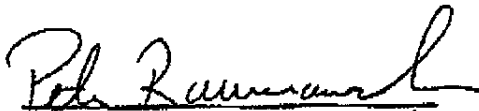
The name and address of the Incorporator executing these Articles of Incorporation is:

Peter Roussonicolos
10093 W Sunset Strip
Sunrise, Florida 33322

**ARTICLE XIV
AMENDMENT OF ARTICLES**

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

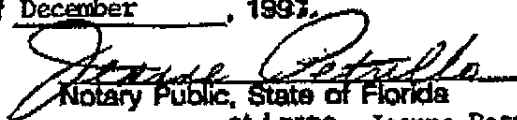
IN WITNESS WHEREOF, I, the Incorporator, have executed these Articles of Incorporation this 18 day of December, 1997.


Peter Roussonicolos

STATE OF FLORIDA
COUNTY OF BROWARD

BEFORE ME, the undersigned authority, an officer duly qualified to administer oaths and take acknowledgments in the State and County aforesaid, personally appeared Peter Roussonicolos, to me known to be the Incorporator described in and who executed the foregoing Articles of Incorporation, and he duly acknowledged to me that he executed the same for the purposes therein expressed.

WITNESS my hand and official seal in COOPER CITY, BROWARD
County, Florida, this 18 day of December, 1997.


Notary Public, State of Florida
at Large Jeanne Petrillo

My Commission Expires:



Jeanne Petrillo
MY COMMISSION # 00070140 EXPIRES
November 9, 2001
BONDED BY THE FARM INSURANCE CO.