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March 26, 1998

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Division of Corporations
Department of State
P.O. Box 6327
Tallahassee, FL 32301

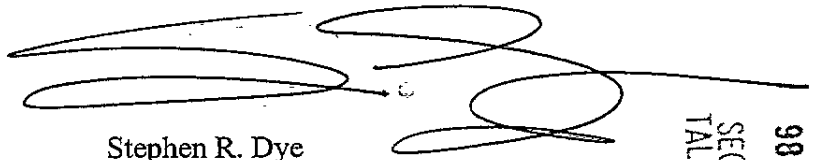
RE: **Filing of Articles of Incorporation
Travel Discoveries, Inc.**

Dear Ladies and Gentlemen:

Enclosed please find our check in the amount of \$122.50 to cover the \$35.00 filing fee, \$35.00 Resident Agent Fee, and the \$52.50 Certified Copy fee for the Travel Discoveries, Inc. Please return the certified copy to the undersigned.

Very Truly Yours,

Dye, Scott, Prather & Petruff, P.A.



Stephen R. Dye

SRD: bdc
enclosures

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION

The undersigned, VIRGIE J. WATERS, desires to become a body corporate and, as incorporator, does hereby make and file these Articles of Incorporation for a proposed corporation pursuant to the laws of Florida, and to that end hereby declares and affirms:

ARTICLE I

The name of this corporation shall be:
TRAVEL DISCOVERIES, INC., a Florida corporation

ARTICLE II

This corporation shall exist perpetually unless sooner dissolved as authorized by law, and said corporation shall commence its existence on the date of subscription and acknowledgment of these Articles, as hereinafter set forth, if these Articles are filed with the Department of State within five (5) days exclusive of legal holidays, after such date. If these Articles are not so filed, this corporation shall commence existence upon the filing hereof with the Department of State.

ARTICLE III

This corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE IV

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 with a par value of \$1.00 per share. The consideration to be paid for each share shall be fixed by the

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Board of Directors. The authorized shares of this corporation shall consist of one class of common stock only.

ARTICLE V

The holders of the common shares of this corporation shall have pre-emptive rights to purchase any shares of the corporation hereafter issued or sold by the corporation, ratably according to their respective holdings, and such pre-emptive rights shall likewise extend to any securities exchangeable for or convertible into such shares or any warrants or other instruments evidencing rights or options to subscribe for, purchase or otherwise acquire such shares. Any shares offered to shareholders under their pre-emptive rights, and not purchased, shall again be offered to those shareholders who have exercised their pre-emptive rights, in proportion to their holdings. After one such re-offering, the corporation may sell any shares still unsold in any other manner permitted by these Articles. The price of any such shares or other instruments to which such pre-emptive rights are applicable shall be at the price such shares or other instruments are offered to others, which price may be in excess of par.

ARTICLE VI

The street address of this corporation's principal office is 2724 Florida Boulevard, Bradenton FL 34207. The mailing address of the corporation is 2724 Florida Boulevard, Bradenton FL 34207. The name of this corporation's initial registered agent is Virgie J. Waters. The initial registered office is 2724 Florida Boulevard, Bradenton FL 34207. The registered office and registered agent may be changed from time-to-time by the Board of Directors as authorized by law.

ARTICLE VII

The number of Directors constituting the initial Board of Directors shall be two. The Board of Directors shall consist of not less than one nor more than five members, and the number of members of the Board of Directors may be fixed from time-to-time by the Bylaws of the corporation, but until so fixed shall consist of one person. The name and address of the member of the initial Board of Directors is as follows:

Virgie J. Waters	2724 Florida Blvd. Bradenton, FL 34207
Erwin A. Taurke	2724 Florida Blvd. Bradenton, FL 34207

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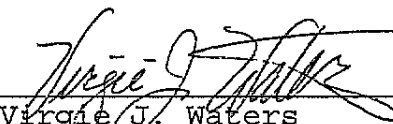
ARTICLE VIII

The name and address of the incorporator is as follows:

Virgie J. Waters
2724 Florida Blvd.
Bradenton, FL 34207

IN WITNESS WHEREOF, the undersigned, being the original incorporator of this corporation, does certify that she is of full age and competent to contract and that the Director named is of full age and a citizen of the United States of America. For the purpose of forming the proposed corporation above-named to do business both within and without the State of Florida, and in pursuance of the Florida Business Corporation Act, I do make and file this agreement, hereby declaring and certifying that the matters above stated are true, and accordingly I have hereunto set my hand and seal this 25 day of MARCH, 1998.

(SEAL)



Virgie J. Waters
REGISTERED AGENT

*I ACCEPT DESIGNATION AS REGISTERED AGENT.

STATE OF FLORIDA
COUNTY OF MANATEE

The foregoing instrument was acknowledged before me this 25
day of MARCH, 1998, by Virgie J. Waters, who is personally
known to me or who produced _____ as identification,
and who did not take an oath.

Notary Public: _____

