



L01000007058

ACCOUNT NO. : 072100000032

REFERENCE : 139367 7143536

AUTHORIZATION :

COST LIMIT : \$ 155.00

Patricia Pizito

ORDER DATE : May 4, 2001

ORDER TIME : 12:10 PM

ORDER NO. : 139367-005

CUSTOMER NO: 7143536

CUSTOMER: Sheryl Edwards, Esq
Sheryl A. Edwards, P.a.

Suite 757
1800 Second Street
Sarasota, FL 34236

RECEIVED
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
2001 MAY -4 PM 12:59
TO ACKNOWLEDGE
SUFFICIENCY OF FILING

DOMESTIC FILING

NAME: PROMO TOUR ONE, LLC

EFFECTIVE DATE:

20000041360

ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP
XX ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Deborah Schroder - EXT. 1118

EXAMINER'S INITIALS:

JB
5-4-01

APPROVE
AND
FILED
01 MAY -4 PM 2:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION OF

PROMO TOUR ONE, LLC

The undersigned certifies that we have associated ourselves together for the purposes of becoming a limited liability company under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit. We further declare that the following Articles shall serve as the Charter and authority for the conduct of business of the limited liability company.

ARTICLE I

NAME AND PRINCIPAL PLACE OF BUSINESS

The name of the limited liability company shall be **PROMO TOUR ONE, LLC** and its principal office and mailing address are located at 7202 St. John's Way, University Park, Florida 34201, County of Sarasota, State of Florida, but it shall have the power of authority to establish branch offices at any other place or places as the members may designate.

ARTICLE II

INITIAL REGISTERED OFFICE AND REGISTERED AGENT

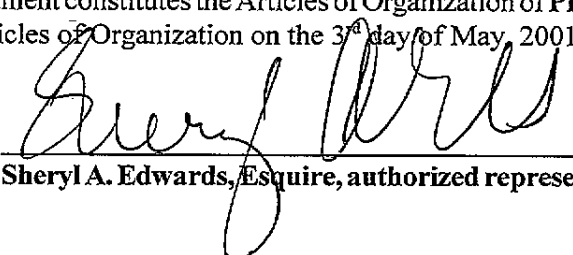
The address of the initial registered office of the limited liability company is 1800 Second Street, Suite 757, Sarasota, Florida 34236, County of Sarasota, State of Florida, and the name of the company's initial registered agent at that address is Sheryl A. Edwards, Esquire.

ARTICLE III

MANAGEMENT OF BUSINESS

The company will be member managed. The initial member/manager will be Mercainvest, LLC, 7202 St. John's Way, University Park, Florida 34201 until the first annual meeting of the members or until their successors are elected and qualified.

The undersigned, certifies that this instrument constitutes the Articles of Organization of **PROMO TOUR ONE, LLC** and has executed these Articles of Organization on the 3rd day of May, 2001.


Sheryl A. Edwards, Esquire, authorized representative

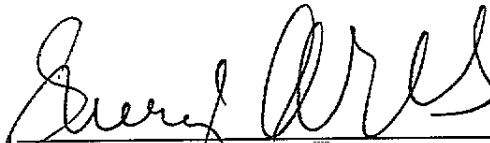
01 MAY -4 PM 2:11
CLERK OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED

CERTIFICATE OF DESIGNATION AND ACCEPTANCE OF REGISTERED AGENT

Having been named as Registered Agent and to accept service of process for **PROMO TOUR ONE, LLC** at the place designated in the Articles, 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.

5/3/2001
Date


Sheryl A. Edwards, Esquire
Registered Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA