

CAPITAL CONNECTION, INC.

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L95741

Sebastian Travel and
Tours, Inc.

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****140.00 ****140.00

FILED
97 DEC -5 PM 3:41
SECRETARY OF STATE
TALLAHASSEE FLORIDA
RECEIVED
97 DEC -5 AM 9:23
DIVISION OF CORPORATION

___ Art of Inc. File
___ LTD Partnership File
___ Foreign Corp. File
___ L.C. File
___ Fictitious Name File
___ Trade/Service Mark
___ Merger File
✓ ___ Art. of Amend. File
___ RA Resignation
___ Dissolution / Withdrawal
___ Annual Report / Reinstatement
✓ ___ Cert. Copy **X 2**
___ Photo Copy
___ Certificate of Good Standing
___ Certificate of Status
___ Certificate of Fictitious Name
___ Corp Record Search
___ Officer Search
___ Fictitious Search
___ Fictitious Owner Search
___ Vehicle Search **12/5**
___ Driving Record
___ UCC 1 or 3 File
___ UCC 11 Search
___ UCC 11 Retrieval
___ Courier

Signature

Requested by: **JS** **12/5** **8:30**
Name Date Time

Walk-In Will Pick Up

**Amended
Restated
CC-2**

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION**

OF

SEBASTIAN TRAVEL AND TOURS, INC.

FILED

97 DEC -5 PM 3:41

**SECRETARY OF STATE
TALLAHASSEE FLORIDA**

These Restated and Amended Articles of Incorporation of Sebastian Travel and Tours, Inc. were duly approved on November 24, 1997, by unanimous votes of the Board of Directors and the Shareholders of Sebastian Travel and Tours, Inc. These Amended and Restated Articles of Incorporation shall be effective immediately.

ARTICLE ONE. NAME

The name of this corporation is SEBASTIAN TRAVEL AND TOURS, INC.

ARTICLE TWO. DURATION

The duration of the corporation is perpetual.

ARTICLE THREE. PURPOSES

The corporation is organized for all lawful purposes:

1. To have and to exercise all the power now or hereafter conferred by the laws of the State of Florida upon corporations organized pursuant to the laws under which the corporation is organized and any and all acts amendatory thereof and supplemental thereto.
2. To do all and everything necessary, suitable, or proper for the accomplishment of any of the purposes, the attainment of any of the objects, or the exercise of any authority herein set forth, either alone or in conjunction with other corporations, firms, or individuals, and either as principal or agent, and to do all acts or things incidental or appurtenant to or growing out of or connected with the above-mentioned objects, purposes, or authority.

ARTICLE FOUR. CAPITALIZATION

(Amended November 24, 1997)

The aggregate number of shares which the corporation is authorized to issue is five thousand (5,000) which shall be a single class of common stock.

ARTICLE FIVE. PRINCIPAL AND REGISTERED OFFICE AND AGENT

(Amended November 24, 1997)

The address of the principal place of business and the registered office of the corporation is 13600 U.S. Highway 1, Sebastian, Florida 32958. The name of its registered agent who may be contacted at such address is DENA LOUGHLIN.

ARTICLE SIX. AMENDMENT OF ARTICLES

(Amended November 24, 1997)

The corporation reserves the rights to amend, add to, or repeal any provision contained in these articles of incorporation, in a manner consistent with law and in conformity with the provisions set forth in the bylaws.

ARTICLE SEVEN. PREEMPTIVE RIGHTS


(Amended November 24, 1997)

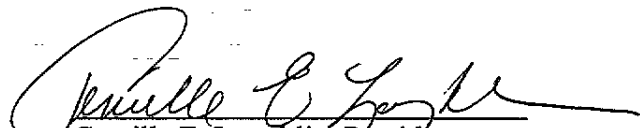
The corporation elects to have preemptive rights. The Florida Statutes in §607.0630(c)(1), (2), (3) and (4) set forth exclusions that shall not apply to restrict the exercise of preemptive rights by shareholders of this corporation; provided that, the preemptive rights of shareholders of this corporation apply to shares issued as compensation, shares issued to satisfy option or conversion rights created to provide compensation, shares issued within 6 months of incorporation, shares sold otherwise than for money, and to treasury shares. Where preemptive rights have been granted, shareholders shall purchase their portion of the stock issue within sixty (60) days of notice of such issue or they shall be deemed to have waived their preemptive rights as to

such issue as provided by Florida Statutes §607.0630(f). This Article SEVEN shall be subject to Amendment only approval of three-fourths (3/4) of the Shares.

The undersigned Secretary of Sebastian Travel and Tours, Inc. hereby certifies as required by Florida Statutes §607.1006 that there is only one class of shares of this corporation and that these amendments set forth herein were approved by unanimous vote of the shareholders.

IN WITNESS WHEREOF, on November 24, 1997, the foregoing Amended and Restated Articles of Incorporation were duly adopted to take effect forthwith.


Leslie R. Greene, Secretary


Camille E. Loughlin, President

ACCEPTANCE OF REGISTERED AGENT

I, the undersigned, understand and accept the obligations of the office of Registered Agent for Sebastian Travel and Tours, Inc.

Dated: November 23, 1997

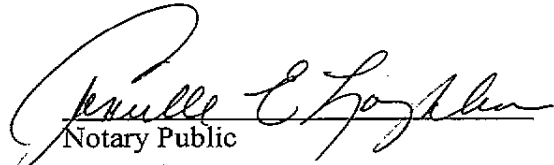

Dena Loughlin

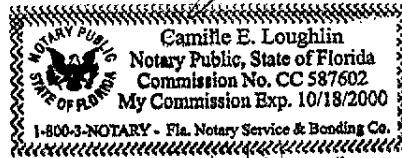
(SEAL)

STATE OF FLORIDA)
)
COUNTY OF INDIAN RIVER)

On this 24 day of November, 1997, before me, a notary public in the aforesaid State and County personally appeared LESLIE R. GREENE, who is known to me to be

the person named in and who executed the foregoing instrument and who acknowledged that she executed same.


Notary Public



Former Articles SIX and SEVEN were deleted by Amendment, effective November 24, 1997.
