

TRANSMITTAL LETTER

N95000001325

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

SUBJECT: S.A.V.E. Foundation
(Proposed corporate name - must include suffix)

Enclosed is an original and one (1) copy of the articles of incorporation
and a check for: \$70.00 Filing Fee

FROM: Emanuel J. Sylvia
313 River Chase Dr.
Orlando, FL 32807-8241
(407) 381-1851

Handwritten:
N.P.
3/13/95
N95-1325
445-5509

FILED



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

March 13, 1995

EMANUEL J. SYLVIA
313 RIVER CHASE DR.
ORLANDO, FL 32807-8241

SUBJECT: S.A.V.E. FOUNDATION
Ref. Number: W95000005507

We have received your document for S.A.V.E. FOUNDATION and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The corporate name must contain a suffix that will clearly indicate that it is a corporation. Such suffixes include: CORPORATION, CORP., COMPANY, CO., INC., and INCORPORATED.

The document must state the number of shares of authorized stock.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6929.

Brendolyn Bruton
Corporate Specialist

Letter Number: 795A00011048

ARTICLES OF INCORPORATION OF

S.A.V.E. Foundation, Inc.

(A Florida corporation not for profit)

Article I -- Name

The name of this corporation is S.A.V.E. Foundation, Inc. with its principle and mailing address being: 313 River Chase Dr. Orlando, FL 32807-8241

Article II -- Duration

This corporation shall exist perpetually, unless sooner dissolved according to law.

Article III -- Purpose

This corporation is organized for the following purpose:
To manufacture environmentally safe vacation packages; to give educational seminars; to hold special events; to buy and sell commercial paper and collateral, consummate and collect loans; own, manage and lease real estate and for the purpose of transacting any or all other lawful business permitted under the laws of the United States of America and the State of Florida

Article IV -- Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 313 River Chase Dr. Orlando, FL 32807-8241 and the name of the initial registered agent of this corporation at that address is Emanuel J. Sylvia

Article V -- Initial Board of Directors

This corporation shall have two directors initially. The number of directors may be either increased or diminished from time to time by the by-laws, but shall never be less than one. The names and addresses of the initial directors of this corporation are:

Emanuel J. Sylvia 313 River Chase Dr. Orlando, FL 32807-8241

Douglas R. Porter 5748 Stoneridge Court Orlando, FL 32839

Emanuel Sylvia 313 River Chase Dr. Orlando, FL 32807-8241

Article VI -- Incorporator

The name and address of the person signing these articles are:
Emanuel J. Sylvia 313 River Chase Dr. Orlando, FL 32807-8241

Article VII -- By-Laws

The power to adopt, alter, amend or repeal by-laws shall be vested in the Board of Directors.

Article VIII -- Management of Corporation

All corporate powers shall be exercised by or under the authority of, and the business and affairs of this corporation shall be managed under the direction of, the Board of directors.

Article IX -- Powers

This corporation shall have the corporate power

- (a) To have perpetual succession by its corporate name unless a limited period of duration is stated in its articles of incorporation
- (b) To sue and be sued, complain and defend in its corporate name in all actions or proceedings
- (c) To have a corporate seal which may be altered at pleasure, and to use the same by causing it or facsimile thereof, to be impressed, affixed, or in any other manner reproduced
- (d) To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use and otherwise deal in and with real or personal property or any interest therein, wherever situated
- (e) To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets
- (f) To lend money to, and use its credit to assist its officers and employees in accordance with 607.141
- (g) To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge or otherwise dispose of, and otherwise use and deal in and with, shares or other interest in, obligations of, other domestic or foreign corporations, associations, partnerships, or individuals, or direct or indirect obligations of the United States or any other government, state, territory, governmental district, or municipality or of any instrumentality thereof
- (h) To make contract and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises and income.
- (i) To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested
- (j) To conduct its business, carry on its operations, and have offices and exercise the powers granted by this act within or without this state.
- (k) To elect or appoint officers and agents of the corporation and define their duties and fix their compensation.
- (l) To make and alter by-laws, not inconsistent with its articles of incorporation or within the laws of this state, for the administration and regulation of the affairs of the corporate.
- (m) To make donations for the public welfare or for charitable, scientific, or educational purposes
- (n) To transact any lawful business which the board of directors shall find to be in aid of governmental policy.
- (o) To pay pension and establish pension plans, profit sharing plans, stock bonus plans, stock option plans, and other incentive plans for any or all of its directors and employees of its subsidiaries
- (p) To be a promoter, incorporator, partner, member, associate, or manager of any corporation, partnership, joint venture, trust or other enterprise
- (q) To have and exercise all powers necessary or convenient to effect its purposes

Article X -- Incorporators

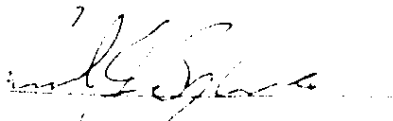
The name(s) and address(es) of the person(s) signing these articles are:

Emanuel J. Sylvia 313 River Chase Dr. Orlando, FL. 32807-8241

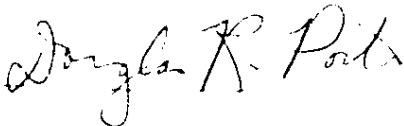
Douglas R. Porter 5748 Stoneridge Court Orlando, FL. 32839

The undersigned incorporator(s) has (have) executed these Articles of
Incorporation this 14 day of MARCH, 19 95.

Signature(s) of Incorporator(s)



Emanuel J. Sylvia



Douglas R. Porter

Article XI -- Manner of election of Directors

The manner in which the directors are elected or appointed is as follows: As specified in the Constitution and By-Laws of the S A V I Foundation, Inc

Article XII -- Reduction in Stated Capital

The stated capital of this corporation shall not be reduced by action of the Board of Directors where such reduction is not accompanied by an action requiring or constituting an amendment of the articles of incorporation

Article XIII -- Indemnification

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law. The private property of the Board of directors shall not be subject to the payment of the corporate debt in any extent what ever

Article XIV -- Amendment

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

CERTIFICATE DESIGNATING (OR CHANGING) PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE NAMING AGENT UPON WHOM PROCESS MAY BE
SERVED

In pursuance with chapter 18.091, Florida Statutes, the following is
submitted, in compliance with said act

First -- That S A V F Foundation, Inc

Name of Corporation

desiring to organize under the laws of the State of Florida, with its principle
office, as indicated in the articles of incorporation at the City of Orlando, in
the County of Orange, and State of Florida, has named Emanuel J. Sylvia,
located at 313 River Chase Dr. Orlando, FL 32807-8241 State of Florida as
its agent to accept service of process within this state

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated
corporation, at place designated in this certificate, I hereby accept to act in
this capacity, and agree to comply with the provision of said Act relative to
keeping open said office.

Emanuel J. Sylvia


(PRINT NAME HERE)