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ACCOUNT NO. : 072100000032

REFERENCE : 542013 80558A

AUTHORIZATION :

Patricia Puyto

COST LIMIT : \$ 78.75

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 JAN -7 PM 1:01

ORDER DATE : January 7, 2000

ORDER TIME : 10:20 AM

ORDER NO. : 542013-005

CUSTOMER NO: 80558A

CUSTOMER: William R. Smith, Esq.
WILLIAM R. SMITH, P.A.
WILLIAM R. SMITH, P.A.
Suite 300
8191 College Parkway
Fort Myers, FL 33919

RECEIVED
00 JAN -7 AM 11:28
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

DOMESTIC FILING

NAME: AIRFARES & LANDFARES, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

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CONTACT PERSON: Erika Carlson

EXAMINER'S INITIALS:

eg 1/7/00

ARTICLES OF INCORPORATION

OF

AIRFARES & LANDFARES, INC.

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The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I. NAME.

The name of this Corporation shall be AirFares & LandFares, Inc.

ARTICLE II. COMMENCEMENT & DURATION.

The existence of the Corporation will commence upon filing as provided by the laws of the State of Florida, and will continue thereafter perpetually.

ARTICLE III. PRINCIPAL OFFICE.

The principal place of business of this Corporation and its mailing address shall be 3448 Marinatown Lane, S.E., North Fort Myers, Florida 33903.

ARTICLE IV. NATURE OF BUSINESS.

This Corporation is being formed to deal in all respects with any and all lawful business which corporations formed under the Florida Business Corporation Act may transact.

ARTICLE V. CAPITAL STOCK.

The number of shares of stock that this Corporation is authorized to have outstanding at any one time is Seventy Five Hundred (7500) shares of common stock of the same class, each having a par value of one (\$1.00) dollar. The Shareholders of this Corporation shall have no preemptive rights.

ARTICLE VI. REGISTERED AGENT & ADDRESS.

The name and mailing address of the initial registered agent is as follows:

WILLIAM R. SMITH
8191 College Parkway, Suite 300
Fort Myers, Florida 33919

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and, the street address of the Corporation's initial registered office is

8191 College Parkway, Suite 300
Fort Myers, Florida 33919

ARTICLE VII. INCORPORATOR.

This Corporation has one incorporator whose name and address is as follows:

WILLIAM R. SMITH
8191 College Parkway, Suite 300
Fort Myers, Florida 33919


ARTICLE VIII. DIRECTORS.

The number of members of the Board of Directors of this Corporation will be determined from time to time by the Shareholders, but shall never be less than one (1). It will, initially, have two (2) Directors, whose names and street addresses are as follows:

Giorgio Casula
3448 Marinatown Lane, S.W.
North Fort Myers, FL 33903

Bernice T. Melnyk
3448 Marinatown Lane, S.W.
North Fort Myers, FL 33903

THE UNDERSIGNED has executed these Articles of Incorporation this 6th day of January, 2000. Having been named Registered Agent, I hereby accept and am familiar with the obligations of being registered agent of this Corporation, and agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties.


WILLIAM R. SMITH,
Incorporator and Registered Agent