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January 11, 2000

Division of Corporations
Florida Department of State
Post Office Box 6327
Tallahassee, Florida 32314

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*****78.75 *****78.75

Re: LakesTravel.Com Inc.

Dear Sir or Madam:

Enclosed please find the original and one copy of the Articles of Incorporation of LakesTravel.Com Inc. Also enclosed is a check in the amount of \$78.75 to cover the filing fees. Thank you for your kind attention to this matter.

Sincerely,

LINSKY & REIBER

Jacob I. Reiber, Esquire

JIR/tdt
Enclosure

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FILED
00 JAN 14 PM 2:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION

of

LAKESTRAVEL.COM INC.

FILED
00 JAN 14 PM 2:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under the provisions of the statutes of the State of Florida, does hereby adopt the following Articles of Incorporation.

ARTICLE I

NAME

The name of the corporation is:

LAKESTRAVEL.COM INC.

ARTICLE II

DURATION

This corporation shall have a perpetual existence.

ARTICLE III

PURPOSE

The general purposes for which this corporation is organized are:

1. To transact any lawful business for which corporations may be incorporated under the statutes of the State of Florida or to engage in any trade or business which, in the opinion of the Board of Directors of the corporation, can be advantageously carried on in connection with any lawful purpose or business endeavor that the corporation may elect to undertake.

2. To do any and all other things as are incidental, desirable or necessary in order to accomplish any or all of the foregoing purposes of the corporation.

ARTICLE IV

CAPITAL STOCK

The aggregate number of shares which the corporation is authorized to issue is 1,000

shares of stock having a par value of \$1.00. All shares of stock shall be designated as common shares.

ARTICLE V

DIVIDENDS

The holder(s) of common stock of the corporation shall be entitled to receive dividends from time to time when and as declared by the Board of Directors from the net earnings or from the surplus of the assets over liabilities, including capital of the corporation, but not otherwise. Dividends may be payable either in cash, property, or in shares of the common stock of the corporation.

ARTICLE VI

INITIAL REGISTERED OFFICE AND AGENT PRINCIPAL ADDRESS OF CORPORATION

The street address of the initial registered office of this corporation is 26650 State Road 54, Lutz, Florida 33549, and the name of the initial registered agent of this corporation is Jacob I. Reiber. The address of the principal office of the corporation is 26650 State Road 54, Lutz, Florida 33549, and its mailing address is: 26650 State Road 54, Lutz, Florida 33549.

ARTICLE VII

INITIAL BOARD OF DIRECTORS

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

The board of directors of the corporation shall consist of four (4) members initially. The number of directors may be increased from time to time as provided for in the bylaws. The initial directors shall be as follows: Lynn Winkler, 6229 Tower Road, Land O'Lakes, Florida 34639; Bernard Winkler, 6229 Tower Road, Land O'Lakes, Florida 34639; Larry J. Edwards 7427 Drifting Sand Drive, Zephyrhills, Florida 33544; and, Debra A. Edwards, 7427 Drifting Sand Drive, Zephyrhills, Florida 33544.

ARTICLE VIII

INCORPORATOR

The name and address of the incorporator of the Articles of Incorporation is: Bernard Winkler, 6229 Tower Road, Land O'Lakes, Florida 34639.

ARTICLE IX

AMENDMENT

The Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the Shareholders, and approved at a Shareholder's meeting by a majority of the shareholders entitled to vote thereof, unless all of the Directors and all of the Shareholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE X

BY-LAWS

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

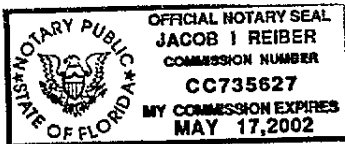
IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation for the uses and purposes herein stated this 7 day of January, 2000.



BERNARD WINKLER

STATE OF FLORIDA
COUNTY OF PASCO

I HEREBY CERTIFY that on this day before me, a Notary Public, duly authorized to take acknowledgments personally appeared Bernard Winkler, as incorporator, to me personally known to be the person described or who has produced _____ as identification, and who executed the foregoing Articles of Incorporation.

WITNESS MY HAND and official seal at Lutz, Pasco County, Florida, this 7th day of January, 2000.





Notary Public, State of Florida
My Commission Expires:
My Commission Number is:

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CERTIFICATE DESIGNATING REGISTERED OFFICE
FOR THE SERVICE OF PROCESS WITHIN THE STATE
NAMING REGISTERED AGENT UPON WHOM
PROCESS MAY BE SERVED

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said act:

That LAKESTRavel.COM INC., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, at the city Land O'Lakes, County of Pasco, State of Florida, has named Jacob I. Reiber, as its agent to accept service of process within the state.

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

REGISTERED OFFICE ADDRESS:

26650 State Road 54
Lutz, Florida 33549

BY: _____

Jacob I. Reiber

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00 JAN 14 PM 2:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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