

THE ACCOUNTING OFFICE
OF
SMALLEY & COMPANY, P.A.

A PROFESSIONAL ASSOCIATION
1527 E. CONCORD STREET, ORLANDO, FLORIDA 32803

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P000000025494

March 3, 2000

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

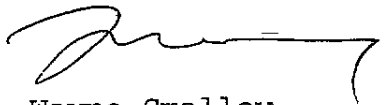
Re: Discover America Tour & Travel, Inc.

Gentlemen:

Enclosed are the Articles of Incorporation for the above referenced proposed corporation; and, we enclose our check in the amount of \$ 70.00 in payment of the Corporate Filing Fee and Registered Agent Designation for this proposed corporation.

Please send the acceptance documentation to our office at the address above.

Sincerely yours,



Wayne Smalley

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**ARTICLES OF INCORPORATION
OF
DISCOVER AMERICA TOUR & TRAVEL, INC.**

**ARTICLE I
NAME**

The name of this corporation shall be Discover America Tour & Travel, Inc.

**ARTICLE II
PURPOSE**

This corporation is formed for the purpose of transacting any and all lawful business for which corporations may become incorporated in the State of Florida.

**ARTICLE III
DURATION**

This corporation shall commence business on the day of its acceptance of these Articles of Incorporation and shall exist perpetually unless sooner dissolved according to law.

**ARTICLE IV
PRINCIPAL OFFICE & MAILING ADDRESS**

The principal place of doing business and mailing address of this corporation shall be:

1527 E Concord Street, Orlando, FL 32803

**ARTICLE V
SHARES**

This corporation shall be authorized to have 7,500 shares of \$ 1.00 Par Value Common Stock outstanding at any one time.

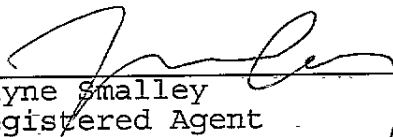
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CLERK OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VI
INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent of this corporation is:

Wayne Smalley, 1527 E Concord Street, Orlando, FL 32803

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in these 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.


Wayne Smalley
Registered Agent

ARTICLE VII
INITIAL BOARD OF DIRECTORS

This corporation shall have one director initially; however, that number may be changed from time to time by the By-Laws. The name and address of the initial director is:

ARTICLE VIII
INCORPORATOR

The name and address of the incorporator to these Articles of Incorporation is:

Wayne Smalley, 1527 E Concord Street, Orlando, FL 32803

The undersigned incorporator has executed these Articles of Incorporation this 3rd day of March, 2000.


Wayne Smalley
Incorporator

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TALLAHASSEE, FLORIDA