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P00000054958

5 June 2000

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

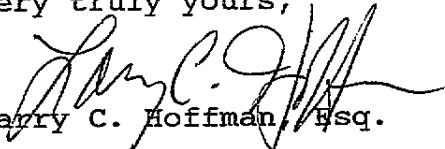
RE: Gemini Star Travel, Inc.

Dear Sir/Madam,

Please file the enclosed Articles of Incorporation for the above referenced corporation. I previously provided a check in the amount of \$78.75 for the filing fee for a corporation titled Gemini Travel, Inc., which is unavailable. It is my understanding that you will hold that check and apply it to this filing under the above name. I request that you return your letter indication the document number, along with the enclosed copy of the Articles of Incorporation.

Thank you for your assistance in this matter. Should you have any questions, please do not hesitate to contact my office.

Very truly yours,


Larry C. Hoffman, Esq.

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FILED
00 MAY 30 AM 8:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. Burch JUN 8 2000

ARTICLES OF INCORPORATION

OF

GEMINI STAR TRAVEL, INC.

FILED

00 MAY 30 AM 8:06

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, 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 the corporation is GEMINI STAR TRAVEL, INC.

ARTICLE II
MAILING ADDRESS

The mailing address of the initial principal office of the corporation is 1172 Brownell Street, Clearwater, FL 33756.

ARTICLE III
AUTHORIZED SHARES

The aggregate number of shares that the corporation has authority to issue is 100,000 all of which shall be common shares.

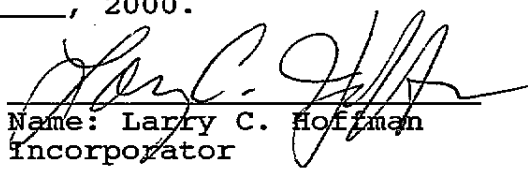
ARTICLE IV
REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of the corporation is 1172 Brownell Street, Clearwater, Florida 33756, and the initial registered agent at that address is Larry C. Hoffman, Esq.

ARTICLE V
INCORPORATOR


The name and address of the incorporator is:
Larry C. Hoffman, 3835 Darston St., Palm Harbor, FL 34685.

IN WITNESS WHEREOF, I have subscribed my name this 5
day of June, 2000.


Name: Larry C. Hoffman
Incorporator

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for the above named corporation at a place designated in these Articles of Incorporation, I hereby accept to act in this capacity, and agree to comply with the provisions of Section 48.091, Florida Statutes, relative to posting names of persons authorized to accept service of process and keeping open said office for service of process. I am familiar with and accept the obligations provided for in Section 607.0505, Florida Statutes.


Name: Larry C. Hoffman
Registered Agent