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ELISE K. WINTERS, P.A.
Attorney at Law

600 Cleveland Street
Suite 940
Clearwater, FL 33755-4160

(727) 442-3888

Fax: (727) 443-0129

June 28, 2000

Secretary of State
Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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-06/30/00--01087--026
****128.75 *****78.75

Re: Incorporation of Grace Travel, Inc.

Dear Sir or Madam:

Enclosed are the original and one copy of the Articles of Incorporation and Designation of Registered Agent for Grace Travel, Inc. Also enclosed is an application for Registration of Fictitious Name in which Rebecca Williams assigns the fictitious name "Grace Travel" to this new corporation. Finally, enclosed is a check in the amount of \$128.75 to cover the following:

Filing fee for corporation	\$ 35.00
Designation of Registered Agent	35.00
Certified copy	8.75
Cancellation and Reregistration of Fictitious Name	50.00
TOTAL	\$128.75

If everything is in order, please file the Articles of Incorporation and Designation of Registered Agent and return the certified copy to this office at your earliest convenience. If any additional information or documentation is required, please do not hesitate to contact me.

Thank you for your assistance in this matter.

Sincerely,


Elise K. Winters

EKW/sjr
Enclosures

cc: Rebecca Williams

FILED
00 JUN 30 PM 3:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION
OF
GRACE TRAVEL, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I
CORPORATE NAME AND PRINCIPAL ADDRESS

The name of this corporation is Grace Travel, Inc., and the initial principal address of the corporation is 1736 Druid Road, Clearwater, FL 33756.

ARTICLE II
NATURE OF BUSINESS AND POWERS

The general nature of the business transacted by this corporation is to engage in any and all business permitted under the laws of the State of Florida.

ARTICLE III
CAPITAL STOCK

The maximum number of shares of capital stock that this corporation is authorized to issue and have outstanding at any one time is 10,000 shares of common stock having a par value of \$1.00 per share.

ARTICLE IV
TERM OF EXISTENCE

This corporation shall have perpetual existence.

ARTICLE V
REGISTERED AGENT, INITIAL REGISTERED OFFICE

The name of the registered agent of the corporation is Elise K. Winters. The address of the initial registered office is 600 Cleveland Street, Suite 940, Clearwater, Florida, 33755.

The Board of Directors from time to time may move the registered office and/or the principal office to any other address in the State of Florida.

**ARTICLE VI
BOARD OF DIRECTORS**

This corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by bylaws adopted by the stockholders, but shall never be less than one (1).

**ARTICLE VII
INITIAL DIRECTOR**

The name and address of the director of this corporation are Rebecca Williams, 1736 Druid Road, Clearwater, FL 33756.

The person named as initial director shall hold office for the first year of existence of this corporation or until a successor is elected or appointed and has qualified, whichever is first.


**ARTICLE VIII
INCORPORATOR**

The name and street address of the person signing these Articles as the Incorporator is Rebecca Williams, 1736 Druid Road, Clearwater, FL 33756.

**ARTICLE IX
AMENDMENT**

These 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 stockholders and approved at a stockholders' meeting by at least a majority of the stock entitled to vote, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned, as Incorporator, executed these Articles of Incorporation on June 14th, 2000.




Rebecca Williams

STATE OF FLORIDA
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 14th day of June, 2000, by Rebecca Williams, who has produced a Florida drivers license as identification and who did take an oath.

NOTARY PUBLIC

 Elise K Winters
My Commission CC804241
Expires January 24, 2003



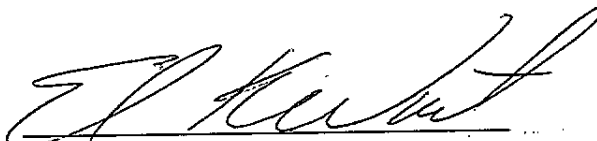
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with Section 607.0501, Florida Statutes, the following is submitted:

First - That Grace Travel, Inc., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at City of Clearwater, County of Pinellas, State of Florida, has named Elise K. Winters located at 600 Cleveland Street, Suite 940, Clearwater, FL 33755, as its agent to accept service of process within this state.

ACKNOWLEDGEMENT

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.


Elise K. Winters

FILED
00 JUL 30 PM 3:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA