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ACCOUNT NO. : 072100000032
REFERENCE : 851364 7117422
AUTHORIZATION : Patricia Pignato
COST LIMIT : \$ 78.75

FILED
SECRETARY OF STATE
INVESTMENT OPERATIONS
00 OCT -3 PM 1:44

ORDER DATE : October 3, 2000
ORDER TIME : 11:44 AM
ORDER NO. : 851364-005
CUSTOMER NO: 7117422

CUSTOMER: Ms. Gale Brock
Katz & Green

900003412769--7

1 Florida Park Drive South
Palm Coast, FL 32137

DOMESTIC FILING

NAME: CALLERY & ASSOCIATES, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

CONTACT PERSON: Darlene Ward - EXT. 1135
EXAMINER'S INITIALS:

RECEIVED
00 OCT -3 PM 12:30
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

g 10/3/00

FILED
SECRETARY OF STATE
OFFICE OF CORPORATIONS
00 OCT -3 PM 1:44

ARTICLES OF INCORPORATION

of

CALLERY & ASSOCIATES, INC.

The undersigned incorporators of these Articles of Incorporation, each a natural person competent to contract, hereby associate themselves together to form a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of this corporation is:

CALLERY & ASSOCIATES, INC.

ARTICLE II. NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation is travel and airline consulting, and to engage in every and any aspect and phase of any and every lawful business, including, but not limited to, the following activities:

To conduct business in, have one or more offices in, and buy, hold, mortgage, sell, convey, lease, or otherwise dispose of real and personal property, including franchises, patents, copyrights, trademarks and licenses, in the State of Florida and in all other states and countries.

To loan money, to contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness, and execute such mortgages, transfers of corporate property, or other instruments to secure the payments of corporate indebtedness as required.

To purchase the corporate assets of any other corporation and engage in the same character of business.

To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities or other evidences of indebtedness created by any other corporation of the State of Florida or any other state or government, and whole owner of such stock to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is:1,000 shares of common stock at no par value. The consideration to be paid for each share shall be fixed by the Board of Directors. There shall be no other class of stock. The incorporators may, by contract, restrict the alienability of this stock. An endorsement shall be made upon each certificate of stock indicating the existence of such contract.

ARTICLE IV. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE V. ADDRESS

The street address of the initial principal office of this corporation is 8 Via Marino, Palm Coast, FL 32137 . The Board of Directors may, from time to time, move the principal office to any other address in Florida. The mailing address of the corporation is 8 Via Marino, Palm Coast, FL 32137 .

ARTICLE VI. DIRECTORS

The corporation shall have one director initially. The number of directors may be increased from time to time, by By-Laws adopted by the stockholders.

ARTICLE VII. INCORPORATORS

The name and address of each incorporator executing these Articles of Incorporation are as follows:


<u>Name</u>	<u>Address</u>
B. Paul Katz	1 Florida Park Drive South, Atrium Suite Palm Coast, Florida 32137

ARTICLE VIII. AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law.

ARTICLE IX. REGISTERED AGENT AND OFFICE

The registered agent and office for this corporation shall be B. Paul Katz, Esquire, Atrium Suite, B. Paul Katz Professional Center, 1 Florida Park Drive South, Palm Coast, Florida 32137, to accept service of process within this State as to this corporation.

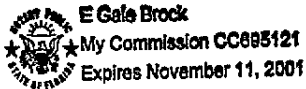


B. Paul Katz, Incorporator

STATE OF FLORIDA
COUNTY OF FLAGLER

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared B. Paul Katz to me personally known to be the persons described as incorporators in and who executed the foregoing Articles of Incorporation, and acknowledged before me that they subscribed to those Articles of Incorporation.

WITNESS my hand and official seal in the County and State named above this 2nd day of October, 2000.






Notary Public, State of Florida at Large
My commission expires:

00 OCT -3 PM 1:44

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING
AGENT UPON WHOM PROCESS MAY BE SERVED FOR
CALLERY & ASSOCIATES, INC.**


IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE
FOLLOWING IS SUBMITTED:

FIRST: THAT THE UNDERSIGNED INCORPORATOR, DESIRING TO ORGANIZE
OR QUALIFY THE ABOVE REFERENCED CORPORATION UNDER THE LAWS OF THE
STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT 8 Via Marino,
PALM COAST, FLORIDA 32137, HAS NAMED B. PAUL KATZ, LOCATED AT 1 FLORIDA
PARK DRIVE SOUTH, ATRIUM SUITE, B. PAUL KATZ PROFESSIONAL CENTER, PALM
COAST, FL 32137, AS ITS REGISTERED AGENT AND OFFICER TO ACCEPT SERVICE
OF PROCESS WITHIN FLORIDA.



Incorporator
DATE: 10-2-2000

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-
STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I
HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY
WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND
COMPLETE PERFORMANCE OF MY DUTIES.



REGISTERED AGENT
DATE: 10-2-2000