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OF COUNSEL

GERALD J. HOULIHAN

December 14, 2000

VIA FEDERAL EXPRESS

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

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****122.50 *****78.75

Re: Adventure50, Inc.

Dear Madam/Sir:

Enclosed please find Articles of Incorporation for Karin of Florida, Inc. I have included a copy of the articles to be certified and returned to us upon filing. Also, enclosed is our firm check in the amount of \$122.50 made payable to the Secretary of State and a self-addressed stamped envelope for your convenience.

Please let us know if you see any problems with this request.

Very truly yours,

HERZFELD & RUBIN

Bruce M. Boiko

BMB:jm

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TALLAHASSEE, FLORIDA

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222 LAKEVIEW AVENUE, SUITE 260
WEST PALM BEACH, FLORIDA 33401
(561) 659-4020

**Articles of Incorporation
of
Adventure50, Inc.**

The undersigned, acting as the incorporator for the purpose of forming a not-for-profit corporation, pursuant to Chapter 617 of the Florida Statutes, adopts the following Articles of Incorporation:

**Article One
Name**

The name of the corporation shall be: Adventure50, Inc.

**Article Two
Duration**

The corporate existence shall commence upon filing of these Articles of Incorporation with the Department of State and the term of the corporation shall be perpetual.

**Article Three
Principal Office and Mailing Address**

The initial principal place of business of the corporation is at 5225 NW 87th Avenue, Miami, Florida 33178. The initial mailing address of the corporation is 5225 NW 87th Avenue, Miami, Florida 33178.

**Article Four
Registered Office and Registered Agent**

The initial registered office is at 80 SW 8th Street, Suite 1920, Miami, Florida 33130. The name of the initial registered agent at that address is Bruce M. Boiko, Esq.

**Article Five
Purpose**

The corporation is formed and shall operate exclusively for educational and other nonprofit purposes. The primary purpose for which this corporation is organized is to promote fellowship among the members for travel and companionship, to provide members with information about issues affecting citizens age 50 and older,

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and to educate members about the internet, web-sites and related technologies as they pertain to the specified age group.

Article Six Membership

The authorized number, qualifications and manner of admission of members of this corporation, voting and other rights and privileges of members, the liability of members for dues and/or assessments and the method of collection, and the termination of membership shall be established in the bylaws of this corporation. The classification and rights (including voting rights) of the various members may differ. Such classification and voting rights shall be established in the bylaws of this corporation.

Article Seven Board of Directors

A. Powers. The powers of this corporation shall be exercised, its properties controlled, and its affairs conducted by or under the authority of, the board of directors.

B. Number. The number of directors shall be determined from time to time in accordance with the bylaws, but shall never be less than three (3) directors, and, in the absence of any such determination, shall be three directors.

C. Election; removal. The initial directors shall serve as directors until the first annual meeting or other meeting called to elect directors. The directors shall be elected or removed in accordance with the procedure provided in the by-laws.

D. Initial Directors. The names and addresses of the initial board of directors to hold office until the first annual meeting of members or until their successors shall have been elected and qualified are as follows:

Robert D. Silverstein - 8000 SW 138th Street, Miami, FL 33158.

Barbara J. Didona - 9120 SW 1st Street, Miami, FL 33174.

Gary L. Ronchetto - 13420 SW 96th Avenue, Miami, FL 33176.

Article Eight Incorporator

The name and address of the incorporator is: Bruce M. Boiko, 80 SW 8th Street, Suite 1920, Miami, Florida 33130.

Article Nine Powers

The corporation shall have all of the common law and statutory powers of a corporation not-for-profit under the laws of the State of Florida which are not in conflict with the terms of these Articles; provided, however, notwithstanding any other provision of these Articles, the corporation shall not carry on any activities not permitted to be carried on by an organization exempt from federal income tax pursuant to Section 501(c)(3) of the Internal Revenue Code, as amended, or the corresponding provision of any future United States Internal Revenue law.

Article Ten Bylaws

The by-laws of the corporation are to be made and adopted by the board of directors and may be altered, amended or rescinded, in whole or in part, by the board of directors in the manner provided in the by-laws.

Article Eleven Amendment

The corporation reserves the right to amend or repeal any provision contained in the Articles of Incorporation or any amendments to them, and all rights and privileges conferred upon the members, directors and officers are subject to this reservation. The Articles of Incorporation may be amended by a resolution adopted by the board of directors and presented to a quorum of the voting members of the corporation, provided that a copy of the proposed amendment has been sent with the notice of meeting.

Article Twelve Dissolution

In the event of dissolution, the residual assets of the corporation shall be turned over to one or more organizations which themselves are exempt from federal income tax as organizations described in Section 501(c)(3) of the Internal Revenue Code or corresponding sections of the code as subsequently amended, or to the federal, state or local government for exclusively public purposes.

The undersigned incorporator has executed these Articles of Incorporation

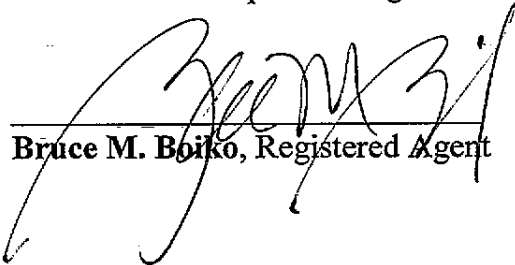
this 14th day of December, 2000.


Bruce M. Boiko, Incorporator

Certificate of Designation of Registered Agent/Registered Office

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.

Dated: 12-14-00


Bruce M. Boiko, Registered Agent

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