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LEIGH M. FISHER

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LEIGH M. FISHER

Reply to:
P.O. Drawer 101465
Cape Coral, FL 33910

1505 S.E. 40th Street
Cape Coral, FL 33904
(4000 Del Prado Building)

December 12, 2000

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

RE: Tours with Helen, Inc.
Our File No: 2KF-104

Dear Sir or Madam:

Enclosed for filing is an original and one copy of the Articles of Incorporation and Certificate of Registered Agent for the above-referenced corporation, together with my check in the amount of \$78.75 in payment of the following fees:

- | | |
|-------------------------------|---------|
| 1. filing fee | \$70.00 |
| 2. certified copy of Articles | \$ 8.75 |

Please file the Articles as soon as possible.
Your prompt attention to this matter is appreciated.

Respectfully,



Leigh M. Fisher
Attorney at Law
LMF/dm
Enclosures

FILED
00 DEC 18 PM 10:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION
OF
TOURS WITH HELEN, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, do hereby adopt the following Articles of Incorporation:

ARTICLE I

The name of the corporation is Tours with Helen, Inc.

ARTICLE II

The duration of the corporation is perpetual.

ARTICLE III

The corporation may engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV

The amount of the Capital Stock of this corporation shall be Five HUNDRED (500) SHARES at ONE DOLLAR (\$1.00) par value, which said stock shall be non-assessable to be held, sold, and paid for at such time and in such manner as the Board of Directors may from time to time determine. All of the Capital Stock shall be common stock.

ARTICLE V

The corporation shall commence business upon filing with the office of the Secretary of State.

ARTICLE VI

The principal place for the transaction of its business and the mailing address of the corporation shall be 2627 S.E. 26th Place Cape Coral, Florida 33904.

That said corporation shall have the right and authority to do business at such other place or places within or without the State of Florida as the corporation may by resolution designate.

ARTICLE VII

The corporation shall have a board of no less than one (1) director and the board may be increased to not more than four (4) directors. The number of directors each year may be determined by the shareholders at their annual meeting, or may be fixed by the By-Laws.

ARTICLE VIII

The officers by whom the business of said corporation shall be conducted shall be a President, who shall be a Director, a Vice-President, a Secretary, and a Treasurer and such other officers, agents and directors who shall be chosen in such manner, hold their office for such term and have such powers and duties as may be prescribed by the By-Laws or determined by the Board of Directors. The names and post office addresses of the Officers and first Board of Directors who shall conduct the business of the corporation until their successors

are elected and qualified following the first meeting of shareholders shall be:

ADDRESS

PRESIDENT - Helen Haddox	2627 S.E. 26 th Place Cape Coral, Florida 33904
VICE-PRESIDENT - Helen Haddox	2627 S.E. 26 th Place Cape Coral, Florida 33904
SECRETARY - Helen Haddox	2627 S.E. 26 th Place Cape Coral, Florida 33904
TREASURER - Helen Haddox	2627 S.E. 26 th Place Cape Coral, Florida 33904

ARTICLE IX

The name and address of the subscribers of these Articles of
Incorporation with the amount of stock subscribed for and agreed to be taken is as
follows:

Helen Haddox	350 SHARES
2627 S.E. 26 th Place	
Cape Coral, Florida 33904	

ARTICLE X

The Directors and officers shall be elected by shareholders at their
annual meeting which will be held at the principal office of the corporation, or at
such other place as may be provided by the By-Laws, or may otherwise be agreed
upon.

ARTICLE XI

The street address of the initial registered office of this corporation is

2627 S.E. 26th Place , Cape Coral, Florida, 33904, and the name of the initial registered agent of this corporation is Helen Haddox.

ARTICLE XII

Each shareholder, upon the sale for cash of any new stock of this corporation, shall have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE XIII

The initial By-Laws of this corporation shall be adopted by the Board of Directors. The By-Laws may be amended from time to time by either the shareholders or the directors. The shareholders may amend, alter, or repeal any By-Law adopted by the directors. The directors may not alter, amend or repeal any By-Law which would be in conflict with the By-Laws adopted by the shareholders.

IN WITNESS WHEREOF, the undersigned, being the original subscriber to the capital stock hereinbefore mentioned, for the purpose of forming a corporation under the laws of the State of Florida, do make, subscribe, acknowledge and file the foregoing Articles of Incorporation, hereby certify that the facts therein are true, and hereby, respectively, agree to take the number of shares of stock hereinbefore set forth at the consideration stated, and accordingly set my hand and seal at Cape Coral, Florida this 12 day of December 2000.


Helen Haddox


STATE OF FLORIDA)

) SS

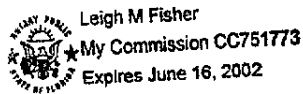
COUNTY OF LEE)

The foregoing instrument was acknowledged before me this 12th day of December, 2000, by Helen Haddox, who is personally known to me or has produced a Florida drivers License as identification and ~~did~~ did not take an oath.

My commission expires:



Notary Public



Type or Print Name of Notary

I HEREBY accept appointment as agent of Tours with Helen, Inc., a Florida Corporation, upon whom process, tax notice or demands may be served.

DATED this 12th day of December, 2000.

Helen Haddox
Helen Haddox

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00 DEC 18 PM 10:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA