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♦ ♦ ♦
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January 8, 2001

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*****78.75 *****78.75

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

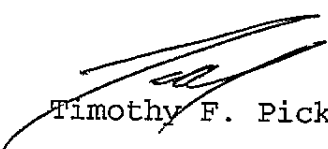
Re: CHALLENGER VACATIONS TOURS, INC.

Dear Secretary Harris:

Enclosed herewith please find the original and one copy of the Articles of Incorporation for the above-referenced corporation. Upon filing, please return the certified copy stamped with the filing information to me.

Also enclosed is our firm check in the amount of \$78.75 to cover the filing fees and certified copy.

Sincerely,


Timothy F. Pickles

TFP: tlc

Enclosures

cc: client

FILED
01 JAN 12 PM 1:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
CHALLENGER VACATION TOURS, INC.

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01 JAN 12 PM 1:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Article I - Name

The name of this corporation is CHALLENGER VACATION TOURS, INC. and its principal office is located at 2370 Sykes Creek Parkway, Merritt Island, Florida 32953.

Article II - Duration

This corporation shall exist perpetually. The date of commencement of corporate existence shall be the date these articles are filed with the Secretary of State.

Article III - Purpose

This corporation is organized for the purpose of engaging in any business activity permitted under the laws of the United States and the State of Florida.

Article IV - Capital Stock

This corporation is authorized to issue 5,000 shares of \$1.00 par value common stock.

Article V - Registered Office and Initial Registered Agent

The street address of the registered office of this corporation is 2370 Sykes Creek Parkway, Merritt Island, Florida 32953.

The name of the initial registered agent of this corporation at that address is LORETTA CHASE.

Article VI Initial Board of Directors

This corporation shall have two (2) directors initially. The number of directors may be either increased or diminished from time to time pursuant to the bylaws, but shall never be less than one. The name and address of the initial directors of this corporation are:

LORETTA CHASE 2370 Sykes Creek Parkway
Merritt Island, Florida 32953.

JOHN CHASE 2370 Sykes Creek Parkway
Merritt Island, Florida 32953.

Article VII - Incorporator

The name and address of the person signing these articles is JOHN CHASE, 2370 Sykes Creek Parkway, Merritt Island, Florida 32953.

Article VIII - Bylaws

The power to adopt, alter, amend or repeal bylaws shall be vested in the stockholders.

Article IX - Compensation of Directors

The stockholders of this corporation shall have the exclusive authority to fix the compensation of directors of this corporation.

Article X - Indemnification

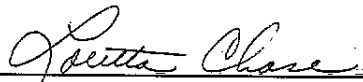
The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

Article XI - Amendment

This corporation reserves the right to amend or repeal any provisions contained in these articles of incorporation, or any amendment hereto, and any right conferred upon the stockholders is subject to this reservation.

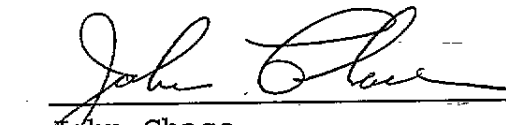
Article XII - Acceptance of Registered Agent

Having been named to accept service of process for the above-stated Corporation, at the place designated in these Articles of Incorporation, I hereby accept to act in this capacity and agree to comply with the provisions of the Florida Statutes relative to keeping open said office.



Loretta Chase, Registered Agent

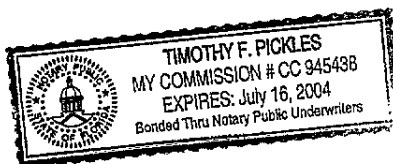
IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 5th day of January, 2001.


John Chase
Subscriber/Incorporator

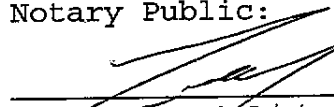
ACKNOWLEDGMENT

STATE OF FLORIDA
COUNTY OF BREVARD

The foregoing Articles of Incorporation was acknowledged before me this 5th day of January, 2001, by JOHN CHASE, who is personally known to me or who has produced _____ as identification and who did not take an oath.




Notary Public:


Name: TIMOTHY F. PICKLES
State of Florida at Large (SEAL)
My Commission Expires:

ACKNOWLEDGEMENT

STATE OF FLORIDA
COUNTY OF BREVARD

The foregoing Articles of Incorporation was acknowledge before me this 5th day of January, 2001, by LORETTA CHASE, who is personally known to me or who has produced _____, as identification.



Signature, Notary Public, State of Florida
Print Name: _____
My commission expires: _____

