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FORD J. FEGERT
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February 31, 2001
Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

000003623240--3
-02/01/01--01090--002
*****70.00 *****70.00

Re: SPAIN ADVENTURES, INC.

Dear Sir or Madam:

Enclosed please find the following items regarding the referenced corporation:

1. One original and one copy of Articles of Incorporation for Spain Adventures, Inc. and Designation of Registered Agent.
2. Our Firm check made payable to the Division of Corporations in the amount of \$70.00.

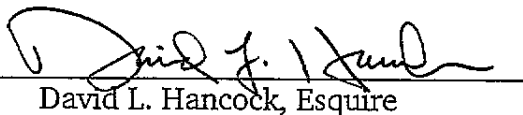
Please keep the original Articles of Incorporation and Designation of Registered Agent for filing and forward a stamped copy of the Articles of Incorporation and Designation of Registered Agent to me in the enclosed, self-addressed, stamped envelope.

Should you have any questions or concerns regarding the foregoing, please do not hesitate to contact this office.

Very truly yours,

MOSS, HENDERSON, BLANTON, LANIER,
KRETSCHMER & MURPHY, P.A.

By


David L. Hancock, Esquire

DLH/jae

Enclosures: Original and one copy of Articles of Incorporation
Check & Self-Addressed, Stamped Envelope

FILED
01 FEB -7 AM 8:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. Burch FEB 8 2001



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

February 2, 2001

MOSS, HENDERSON, BLANTON, LANIER, KRETCHMER & MURPHY, P
ATTN: DAVID L. HANCOCK, ESQ.
P.O. BOX 3406
VERO BEACH, FL 32964-3406

SUBJECT: SPAIN ADVENTURES, INC.
Ref. Number: W01000002497

We have received your document for SPAIN ADVENTURES, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an administratively dissolved/revoked entity. Names of administratively dissolved/revoked entities are not available for one year from the date of administrative dissolution/revocation unless the dissolved/revoked entity provides the Department of State with a notarized affidavit stating that they have no intention of reinstating, therefore, releasing the name for use to another entity.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6928.

Tim Burch
Document Specialist

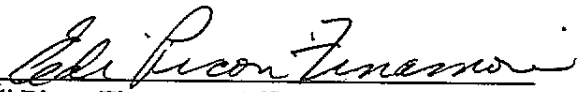
Letter Number: 201A00006458

AFFIDAVIT PERMITTING THE IMMEDIATE ASSUMPTION OR USE
OF CORPORATE NAME

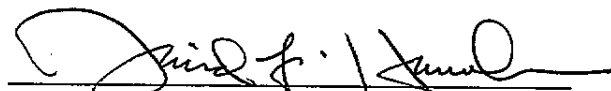
STATE OF FLORIDA
COUNTY OF INDIAN RIVER

Before me, the undersigned authority, personally appeared Edi Picon Finamore, President of Spain Adventures, Inc. (hereinafter the "Affiant"), who was duly sworn and says:

1. Affiant has personal knowledge of the facts contained herein.
2. Affiant is the President of Spain Adventures, Inc. (hereinafter the "Corporation").
3. Affiant is authorized to execute and file this Affidavit by and on behalf of the Corporation.
4. The Corporation has simultaneously herewith filed Articles of Dissolution dated January 26, 2001.
5. The Corporation was incorporated on November 23, 1998 by the State of Florida under Document Number P98000099680.
6. In accordance with Florida Statutes Section 607.1405(4), the Corporation hereby permits the immediate assumption or use of the name "Spain Adventures" by another corporation and states that it has no intention of re-instating the name or revoking the Articles of Dissolution.


Edi Picon Finamore, Affiant and President of
Spain Adventures, Inc.

Sworn to and subscribed before me on January 26, 2001, by Edi Picon Finamore, President of Spain Adventures, Inc., who is personally known to me or who has produced _____ as evidence of identification.



Notary Public, State of Florida

My commission expires: 10/23/04
(SEAL)

David L. Hancock, Esq.
Florida Bar No.: 123609
Moss, Henderson, Blanton, Lanier, Kretschmer & Murphy, P.A.
817 Beachland Boulevard
Vero Beach, Florida 32963



FILED
01 FEB -7 AM 8:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

Spain Adventures, Inc.

FILED

01 FEB -77 AM 8:15

**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

The undersigned, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE I

The name of the corporation shall be **Spain Adventures, Inc.**, hereinafter referred to as the "Corporation."

ARTICLE II

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

ARTICLE III

The Corporation shall have all such powers as may be permissible to corporations under the laws of the State of Florida, and all powers necessary or desirable to accomplish the purposes and business of the corporation as hereinabove set forth in Article II.

ARTICLE IV

The Corporation has the authority to issue ten thousand (10,000) shares of common stock with a par value as may be established by the Board of Directors of the Corporation. All common shares shall be identical with each other in every respect and the holders thereof shall be entitled to one vote for each share on all matters on which shareholders have the right to vote.

ARTICLE V

The Corporation shall have a perpetual existence.

David L. Hancock, Esq.
Florida Bar No.: 123609
Moss, Henderson, Blanton, Lanier, Kretschmer & Murphy, P.A.
817 Beachland Boulevard
Vero Beach, Florida 32963
(561)231-1900

ARTICLE VI

The initial street address and mailing address of the principal office of the Corporation in the State of Florida is 1031 Royal Palm Boulevard, Vero Beach, Florida 32960.

ARTICLE VII

The name and street address of the incorporator is:

David L. Hancock, Esq.
Moss, Henderson, Blanton, Lanier, Kretschmer & Murphy, P.A.
817 Beachland Boulevard
Vero Beach, Florida 32963

ARTICLE VIII

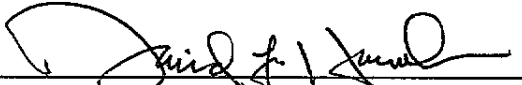
The registered agent and the registered agent's address for service of process within this state shall be:

Edi Picon Finamore
1031 Royal Palm Boulevard
Vero Beach, Florida 32960

ARTICLE XI

There shall be such restrictions on the shares of stock of the Corporation as are duly authorized by the Board of Directors of the Corporation consistent with the laws of the State of Florida and the U.S. Internal Revenue Code, as each may be amended from time to time.

IN WITNESS WHEREOF, I have hereunto set my hand and seal, this 31st day of January, 2001.


David L. Hancock, Esq., Incorporator

David L. Hancock, Esq.
Moss, Henderson, Blanton, Lanier, Kretschmer & Murphy, P.A.
817 Beachland Boulevard
Vero Beach, Florida 32963
(561) 231-1900

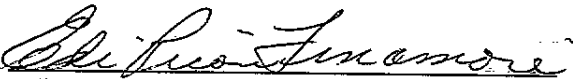
CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF F.S. 607.0501, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the corporation is: **Spain Adventures, Inc.**
2. The name and address of the registered agent and office is:

Edi Picon Finamore
1031 Royal Palm Boulevard
Vero Beach, Florida 32960

Having been named as registered agent and to accept service of process for the above-stated Corporation at the place designated in this certificate, 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.



Edi Picon Finamore

Registered Agent

Dated: January 31, 2001

FILED
01 FEB -7 AM 8:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

David L. Hancock, Esq.
Florida Bar No.: 123609
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