

EFFECTIVE DATE

02/05/01

PO 1 0000014696

TRANSMITTAL LETTER

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

FILED  
01 FEB - 7 PM 12:57  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

SUBJECT: TOPOLINO TOURS INC.  
(Proposed corporate name)

900003655719--8

-02/07/01--01042--006

\*\*\*\*\*87.50 \*\*\*\*\*87.50

Enclosed please find an original and one (1) copy of the  
Articles of Incorporation for the above corporation and a  
check in the amount of \$87.50.

FROM: ACCOUNTING PROFESSIONALS GROUP, INC.  
6220 S. ORANGE BLOSSOM TRAIL, SUITE 142  
ORLANDO, FLORIDA 32809  
(407) 856-1906

Note: Additional copy of Articles is needed only when  
certified copy is requested.

Done  
2/8/01  
SV

**EFFECTIVE DATE**  
**02-05-01**

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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION  
OF  
TOPOLINO TOURS INC.

**ARTICLE I - NAME**

The name of this Corporation is TOPOLINO TOURS INC.  
initial address: 4516 Bar Harbor Drive, Orlando, Florida 32821.

**ARTICLE II - DURATION**

This Corporation shall have perpetual existence commencing  
on February 5, 2001.

**ARTICLE III - PURPOSE**

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

**ARTICLE IV - CAPITAL STOCK**

This Corporation is authorized to issue 100 shares  
of Ten (\$10.00) Dollar par value common stock, which shall be  
designated "Common Shares."

**ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT**

The name and street address of the initial registered agent and  
office of this Corporation is Malek M. Msadek,  
6005 Westgate Drive Apt. 2222, Orlando, Florida 32835.

#### ARTICLE VI - INITIAL BOARD OF DIRECTORS

This Corporation shall have Two (2) Directors, initially. The number of Director/s may be increased or diminished from time to time by the Bylaws but shall never be less than one (1). The names and addresses of the initial Directors of this Corporation are:

<u>NAME</u>	<u>ADDRESS</u>
Ines D'Alessandro	4516 Bar Harbor Drive Orlando, Florida 32821
Malek M. Msadek	6005 Westgate Drive Apt. 2222 Orlando, Florida 32835

#### ARTICLE VII - BYLAWS

The Bylaws of this Corporation may be adopted, altered, amended or repealed by either the Shareholders or Directors.

#### ARTICLE VIII - INDEMNIFICATION

This Corporation shall indemnify any Officer or Director, or any former Officer or Director, to the fullest extent permitted by law.

#### ARTICLE IX - PREEMPTIVE RIGHTS

Every Shareholder, upon the sale for cash of any new stock of this Corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE X - INCORPORATOR

The name and address of the person signing these Articles is  
Ines D'Alessandro, 4516 Bar Harbor Drive, Orlando, Florida 32821.

ARTICLE XI - AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, in accordance with the provisions of the Florida General Corporation Act.

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

  
Ines D'Alessandro, President

ACCEPTANCE BY REGISTERED AGENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN ARTICLE V OF THESE ARTICLES OF INCORPORATION, THE UNDERSIGNED HEREBY AGREES TO ACT IN THIS CAPACITY, AND FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE DISCHARGE OF ITS DUTIES,

DATED THIS 5th DAY OF February, 2001.

By   
Malek M. Msadek, Registered Agent

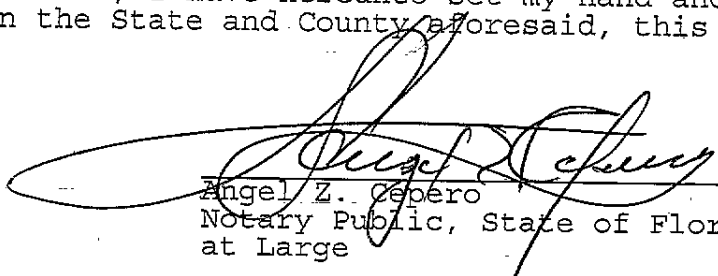
STATE OF FLORIDA

ORANGE COUNTY

Before me, a Notary Public authorized in the State and County set forth above, personally appeared Ines D'Alessandro, known to me and known by me to be the person who, as Incorporator of TOPOLINO TOURS INC., and she acknowledged before me that she executed those Articles of Incorporation.

Before me, a Notary Public authorized in the State and County set forth above, personally appeared Malek M. Msadek, known to me and known by me to be the person who, as Registered Agent of TOPOLINO TOURS INC., and accepts the obligations and duties of the position of Registered Agent.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 5th, day of February, 2001.

  
Angel Z. Cepero  
Notary Public, State of Florida  
at Large

My Commission Expires:

