

Edward Kim Reynolds, P.C.

Attorney at Law

PO1000025433

March 2, 2001

Department of State,
Division of Corporations
PO Box 6327
Tallahassee, FL 32314

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-03/07/01--01077--011
*****78.75 *****78.75

Re: Cole & Cole, Inc.

Dear Department of State:

Enclosed for filing are Articles of Incorporation of the above referenced corporation, one copy of said Articles, and a \$78.75 check. Please mail me a certified copy of the Articles of Incorporation. Thank you.

Sincerely yours,

Kim Reynolds
Edward Kim Reynolds

enclosures

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**ARTICLES OF INCORPORATION
OF
COLE & COLE, INC.**

The undersigned, being at least eighteen (18) years of age, do hereby form a corporation under, pursuant to and in compliance with Chapters 607 and 621, Florida Statutes, and the general laws of the State of Florida, and to that end sets forth the following:

ARTICLE ONE

The name of the corporation (which is hereinafter referred to as the "Corporation") shall be "COLE & COLE, INC."

ARTICLE TWO

The principal place of business and the mailing address of the Corporation is: 5269 Southeast Sea Island Way, Stuart, Florida 34997.

ARTICLE THREE

The purpose for which the Corporation is organized is to engage in the business of operating a travel agency, and generally to perform or cause to be performed any and all legal acts as are necessary to effectuate and accomplish the aforementioned purposes in any jurisdiction.

The foregoing enumeration of the purposes of the Corporation is made in furtherance and not in limitation of the powers conferred upon the Corporation by law. The mention of any particular purpose is not intended in any manner to limit or restrict the generality of any other purpose mentioned, or to limit or restrict any of the powers of the Corporation. The Corporation shall have, enjoy and exercise all of the powers and rights now or hereafter conferred by the laws of the State of Florida upon corporations, it being the intention that the purposes set forth in each of the paragraphs of this Article shall, except as otherwise expressly provided, in no way be limited or restricted by reference to or inference from the terms of any other clause or paragraph of this or any other Article of these Articles of Incorporation, or any amendment thereto, and shall each be regarded as independent, and construed as powers as well as purposes; provided, however, that nothing herein contained shall be deemed to authorize or permit the Corporation to carry on any business or exercise any power, or to do any act which a corporation formed under the laws of the State of Florida may not at the time lawfully carry on or do.

ARTICLE FOUR

The aggregate number of shares of capital stock which the Corporation shall have the authority to issue is One Thousand (1,000) shares, all of one class which shall be designated Common Stock, without par value. There are no preferences, qualifications, limitations, restrictions and special or related rights in respect to the shares of stock of the Corporation.

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TALLAHASSEE, FLORIDA

ARTICLE FIVE

The number of directors of the Corporation shall be two (2), which number may be increased or decreased pursuant to the Bylaws of the Corporation, but shall never be less than or more than the number permitted by the laws of the state of Florida, as amended from time to time. The names and addresses of the persons who are to serve as the initial directors of the Corporation until the first annual meeting of stockholders or until such persons' successors are duly elected and shall qualify are:

Hal Edwin Cole
5111 Southeast Miles Grant Road, Suite 203
Stuart, Florida 34997

Patricia A. Cole
5111 Southeast Miles Grant Road, Suite 203
Stuart, Florida 34997

The names and addresses of the persons who are to serve as the initial officers of the Corporation until the first annual meeting of stockholders or until such persons' successors are duly elected and shall qualify are:

Hal Edwin Cole, President, Treasurer
5111 Southeast Miles Grant Road, Suite 203
Stuart, Florida 34997

Patricia A. Cole, Vice President, Secretary
5111 Southeast Miles Grant Road, Suite 203
Stuart, Florida 34997

ARTICLE SIX

The name and street address of the Corporation's initial Registered Agent are:

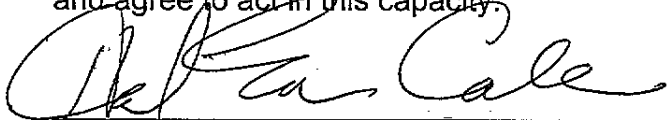
Hal Edwin Cole
5111 Southeast Miles Grant Road, Suite 203
Stuart, Florida 34997

ARTICLE NINE

The name and address of the Corporation's incorporator are:

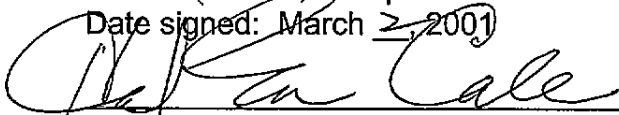
Hal Edwin Cole
5111 Southeast Miles Grant Road, Suite 203
Stuart, Florida 34997

I, the undersigned Incorporator, have signed these Articles of Incorporation and acknowledge the same and to be my act. Having been named as Registered Agent to accept service of process for the above stated Corporation at the place designated in the foregoing Articles of Incorporation, I, the undersigned Registered Agent, am familiar with and accept the appointment as Registered Agent and agree to act in this capacity.



Hal Edwin Cole, Incorporator

Date signed: March 2, 2001



Hal Edwin Cole, Registered Agent

Date signed: March 2, 2001

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TALLAHASSEE, FLORIDA