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April 25, 2001

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

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-04/30/01--01090--028
****137.50 ****137.50

RE: Articles of Domestication for Sue Brown Travel Consultants, Inc.

To Whom it may concern:

Please file the attached Certificate of Domestication and Articles of Incorporation. Please note that I had attempted to file Articles of Incorporation, through Empire Corporate Kit Company on or about February 16, 2001 (I have attached a copy of the rejection letter). At that time, we were told that we could not file since the foreign corporation, Sue Brown Travel Consultant, Inc. was already registered in Florida.

Now, we would like to domesticate the New York Corporation, and at the same time change the name of the company to add the plural "s" at the end of the name. After we are notified that the corporation has been domesticated under the new name, we will be dissolving the New York corporation altogether.

We have enclosed our firm's check, in the amount of \$137.50, which represents the fees for filing the Certificate and the Articles, as well as receiving a Certificate of Status. Please contact the undersigned as soon as possible if there is any problem with this filing, since time is of the essence. Thank you very much for your cooperation in this matter.

Very truly yours,



Frank A. Luceri, Esq.

FILED
01 APR 30 PM 3:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

yes/3

CERTIFICATE OF DOMESTICATION

The undersigned, Suzanne E. Brown, President
(Name) (Title)
of Sue Brown Travel Consultant, Inc. a foreign corporation,
(Corporation Name)
in accordance with F.S., 607.1801 does hereby certify:

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01 APR 30 PM 3:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. The date on which corporation was first formed was July 3.
2. The jurisdiction where the above named corporations was first formed, incorporated, or otherwise came into being was New York State, USA.
3. The name of the corporation immediately prior to the filing of this Certificate of Domestication was Sue Brown Travel Consultant, Inc.
4. The name of the corporation, as set forth in its articles of incorporation, to be filed pursuant to s. 607.0202 and 607.0401 with this certificate is Sue Brown Travel Consultants, Inc.
5. The jurisdiction that constituted the seat, siege, social principal place of business or central administration of the corporation, or any other equivalent thereto under applicable law immediately prior to the filing of the Certificate of Domestication was State of New York, USA
6. Attached are Florida articles of incorporation to complete the domestication requirements pursuant to s. 607.1801.

I am President, of Sue Brown Travel Consultant, Inc.
and am authorized to sign this certificate of Domestication on behalf of the corporation and have done
so this the 18th day of April, 2001.

Suzanne E. Brown
(Authorized Signature)

Filing Fee:	
Certificate of Domestication	\$50.00
Articles of Incorporation and Certified Copy	<u>\$78.75</u>
Total to domesticate and file	\$128.75

ARTICLES OF INCORPORATION

In compliance with Chapter F.S., 607.

ARTICLE I NAME

The name of the corporation shall be:

Sue Brown Travel Consultants, Inc.

ARTICLE II PRINCIPAL OFFICE

The principal place of business/mailling address is:

6100 Glades Road
Suite 214
Boca Raton, FL 33434

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

01 APR 30 PM 3:45

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ARTICLE III PURPOSE

The purpose for which the corporation is organized is:

To operate a travel services company.

ARTICLE IV SHARES

The number of shares of stock is: 1000 shares of common stock, with no par value

ARTICLE V INITIAL OFFICERS/DIRECTORS (optional)

The name(s) and address(es):

Suzanne E. Brown President, Director - 6100 Glades Rd., Suite 214
Boca Raton, FL 33434

Deborah Carstensen Vice President, Director - 6100 Glades Rd., Suite 214
Boca Raton, FL 33434

ARTICLE VI INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and Florida street address of the registered agent is:

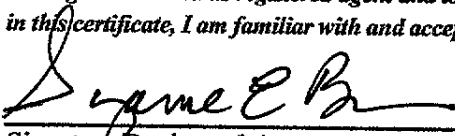
Suzanne E. Brown 6100 Glades Road
Suite 214
Boca Raton, FL 33434

ARTICLE VII INCORPORATOR

The name and address of the Incorporator is:

Suzanne E. Brown 6100 Glades Road, Suite 214
Boca Raton, FL 33434

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 am familiar with and accept the appointment as registered agent and agree to act in this capacity.



Signature/Registered Agent



Date



Signature/Incorporator



Date