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TALLAHASSEE, FLORINA

May 23, 2001

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

Re: Sun N' Fun Maps, Inc.

Dear Sir or Madam:

Enclosed please find the original and one photocopy of the Articles of Incorporation for the above-referenced Florida corporation. Please file the Articles upon receipt and return a Certificate of Status to our office.

Professional Association Attorneys at Law

We have enclosed our check in the amount of \$78.75 in payment of the filing fee and the cost of the Certificate of Status.

Should you have any questions or require additional information, we would appreciate a phone call to the undersigned, rather than returning the documents. Thank you for your assistance.

Sincerely,

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Lia H. Costello Legal Assistant

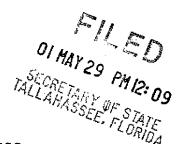
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ARTICLES OF INCORPORATION

OF

SUN N' FUN MAPS, INC.



ARTICLE I - NAME AND PRINCIPAL ADDRESS

The name of the corporation is SUN N' FUN MAPS, INC., and the principal address is 3313 Haviland Court, #301, Palm Harbor, FL 34684.

ARTICLE II - REGISTERED OFFICE AND AGENT

The address of its registered office in the State of Florida
is 3313 Haviland Court, #301, Palm Harbor, FL 34684. The name of
its registered agent at such address is James Houppert.

ARTICLE III - PURPOSE

ARTICLE IV - AUTHORIZED SHARES OF STOCK

The total number of shares of stock which the corporation is authorized to issue is ONE HUNDRED THOUSAND (100,000.00) and the par value of each of such shares is Ten Cents (\$0.10) amounting in the aggregate_to TEN THOUSAND Dollars (\$10,000.00).

ARTICLE V - BOARD OF DIRECTORS

The business and affairs of the corporation shall be managed by the board of directors, and the directors need not be elected by ballot unless required by the bylaws of the corporation. The names and mailing addresses of each person who is to initially serve as a director until the first annual meeting of the stockholders or until a successor is elected and qualified, are as follows:

NAME	MAILING ADDRESS	1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1	 - 四年11 - 1111年111 - 1 - 1111年11 - 1111 - 1 - 1111年11 - 1111
James Houppert	3313 Haviland Court, Palm Harbor, FL 3468		 · · · · · · · · · · · · · · · · · · ·

In furtherance and not in limitation of the powers conferred by the laws of the State of Florida, the board of directors is expressly authorized to adopt, amend or repeal the bylaws of this corporation.

ARTICLE VI - AMENDMENTS

The corporation reserves the right to amend and repeal any provision contained in this Certificate of Incorporation in the manner prescribed by the laws of the State of Florida. All rights conferred are granted subject to this reservation.

ARTICLE VII - INCORPORATOR

The incorporator is Dennis G. LaPointe, whose mailing address is 17757 U.S. Highway 19 North, Suite 500, Clearwater, FL 33764.

THE UNDERSIGNED, being the incorporator, for the purpose of forming a corporation under the Laws of the State of Florida, does make, file and record this Certificate of Incorporation, does certify that the facts herein stated are true, and, accordingly, have hereto set his hand and seal this 23rd day of May, 2001.

Incorporator

Acknowledgment of Registered Agent

I hereby accept designation as Registered Agent.

istered Agent

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