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Paul C. Zempel

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

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June 1, 2001

Corporate Records Bureau
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

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*****78.50 *****78.50

Re: PAT FAIRWEATHER TRAVEL, INC.

Gentlemen:

Enclosed are Articles of Incorporation in duplicate for the above named corporation, together with check in the amount of \$78.50 to cover the incorporating fees and a certified copy of the Articles.

We have been advised by your office that this name does not appear to be in use at this time.

It is extremely urgent that we have this corporation approved as soon as possible. I will appreciate if you will call my office collect and advise when it has been approved, or if there is any problem.

Please transmit the certified copy of the Articles to me.

Thank you very much for your assistance.

Very truly yours,

Paul C. Zempel

PAUL C. ZEMPEL

PCZ:w.dk9/b

Enclosure

Pat (727) 376-6881 GAVE
AUTHORIZATION BY PHONE TO
CORRECT *house # & address*
DATE *6/8/01*
DOC. EXAM *Don White*

6✓
D. WHITE JUN - 8 2001

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ARTICLES OF INCORPORATION

of

SECRETARY OF STATE
TALLAHASSEE FLORIDA

PAT FAIRWEATHER TRAVEL, INC.

The undersigned subscriber, being a natural person competent to contract, for the purpose of forming a corporation under the laws of the State of Florida, hereby adopts the following Articles of Incorporation:

ARTICLE I

Name

The name of this corporation shall be Pat Fairweather Travel, Inc.

ARTICLE II

Principal Office

The initial principal office of the corporation shall be located at 4910 Wellbrook Drive, New Port Richey, Florida 34653.

ARTICLE III

Shares

The aggregate number of shares which the corporation shall have authority to issue is 1,000 shares of \$10 par value common stock, which shall be fully paid and non-assessable. All of such stock shall be payable in cash, property, labor or services, at a valuation to be fixed by the shareholders equal in dollars at least to the par value of the stock to be issued therefor.

ARTICLE IV

Registered Agent and Initial Registered Office

The address of the corporation's initial Registered Office is 4910 Wellbrook Drive, New Port Richey, Florida 34653, and the name of its registered agent is Patricia H. Fairweather. The Board of Directors may from time to time move the registered office of the corporation to any other address in the State of Florida.

ARTICLE V

Incorporator

The name and address of the incorporator are:

Patricia H. Fairweather
4910 Wellbrook Drive
New Port Richey, FL 34653

ARTICLE VI

Purpose

The purpose of the corporation is to engage in the business of owning and operating a travel agency, and in general, without limitation because of the foregoing, to engage in any and all lawful business for which corporations may be organized under the laws of the State of Florida.

ARTICLE VII

Shareholders' Agreements

Any two or more of the shareholders of the corporation may from time to time enter in to such agreements as

may seem expedient to them, concerning the voting of their stock, limiting the transferability of their stock, and making other provisions for the regulation of the business and conduct of the affairs of the corporation, and thereafter any transfer of said stock shall be made in accordance with said agreement, provided that written or printed notice of such agreement shall be endorsed upon the certificates of stock subject thereto.

ARTICLE VIII

Interests of Directors and Officers

In the absence of fraud, no contract or other transaction entered into by this corporation shall be invalidated or in any way affected because one or more of the directors or officers of the corporation are interested, directly or indirectly, in said contract or transaction, or as a director or officer of another corporation or firm which was a party to the contract or transaction; provided that such officer or director shall have fully disclosed to the Board of Directors such interest or position prior to the time the contract or transaction was approved or confirmed by the Board of Directors. Any director who has such interest or position may be counted in determining the existence of a quorum at the meeting considering the contract or transaction, and may vote thereon as he or she would otherwise have.

ARTICLE IX

Indemnification

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE X

Amendments

These Articles may be amended by unanimous action of the shareholders, subject to the provisions contained in any shareholders' agreement entered into under Article VII.


Executed by the incorporator this 24th day of May, 2001.


Patricia H. Fairweather

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

I hereby accept the designation as registered agent of the foregoing Florida corporation, and I do certify that I am familiar with, and accept the obligations of such registered agent.

Dated: May 24, 2001.


Patricia H. Fairweather

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