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JUNE 25, 2001

FILED

01 JUL -2 PM 2:30

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

Re: TICKETS & TOURS BY JOAN, INC.

Gentlemen:

600004456406--4  
-07/02/01--01094--004  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Enclosed please find the original and one copy of Articles of Incorporation, together with my check in the amount of \$70.00.

This represents the cost of the Filing Fees and Fee for Registered Agent Designation for the above named corporation.

Very truly yours

  
Richard D. Danley

TICKETS & TOURS BY JOAN, INC.  
C/o Richard D. Danley  
3501 13th Street  
St. Cloud, FL 34769

(407) 892-1002

✓  
C. BLALOCK JUL 5 2001

ARTICLES OF INCORPORATION

OF  
TICKETS & TOURS BY JOAN, INC.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned subscriber(s) to these Articles of Incorporation, natural person(s) competent to contract, hereby form a corporation under the laws of the State of Florida.

ARTICLES I - CORPORATE NAME & ADDRESS

The name of the Corporation is:

TICKETS & TOURS BY JOAN, INC.  
2426 BERKSHIRE CT  
KISSIMMEE, FL 34746

ARTICLE II - DURATION

This corporation shall exist perpetually unless dissolved according to Florida law.

ARTICLE III - PURPOSE

The corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue ONE HUNDRED THOUSAND shares (100,000) of ONE Dollar (\$1.00) 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 of this Corporation is:

JOAN BELLIZZI  
2426 BERKSHIRE CT  
KISSIMMEE, FL 34746

ARTICLE VI - INITIAL BOARD OF DIRECTOR

This corporation shall have ONE (1) director initially. The number of director may be either increased or diminished from time to time by the by-laws, but shall never be less than one (1). The names and addresses of the initial director of the corporation are as follow:

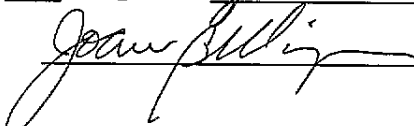
JOAN BELLIZZI  
2426 BERKSHIRE CT  
KISSIMMEE, FL 34746

ARTICLE VII - INCORPORATOR

The names and addresses of the person signing these Articles of Incorporation are as follow:

JOAN BELLIZZI  
2426 BERKSHIRE CT  
KISSIMMEE, FL 34746

IN WITNESS WHEREOF, the undersigned subscriber have executed these Articles of Incorporation this 28 day of June, 2001.

 (Seal)

CERTIFICATE AND ACKNOWLEDGMENT  
OF REGISTERED AGENT

CERTIFICATE OF REGISTERED AGENT  
OF  
TICKETS & TOURS BY JOAN, INC.

Pursuant to Florida Statutes Sections 48.091 and 607.034 the following is submitted:

The above corporation, desiring to organize under the State of Florida with its registered office as indicated in the Articles of Incorporation at:

2426 BERKSHIRE CT  
KISSIMMEE, FL 34746

has named JOAN BELLIZZI at location at the aforesaid address, as its Registered Agent to accept service of process within this state.

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept to act in this capacity and agree to comply with the provisions of Florida Law in keeping open said office.

  
(Registered Agent)