

**NORTH TAMPA LAW CENTER**  
**of Gregory Paules, P.A.**  
**Attorney At Law**

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P01000098063

October 4, 2001

Corporate Records Bureau  
Division of Corporation  
Florida Department of State  
Post Office Box 6327  
Tallahassee, Florida 32301

800004627028-8  
10/08/01-01067-010  
\*\*\*\*\*87.50 \*\*\*\*\*87.50

EFFECTIVE DATE  
9-28-01

RE: Flavex, Inc.

FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
01 OCT - 8 AM '01

Dear Person:


Enclosed please find Articles of Incorporation for the subject corporation and our check in the amount of \$87.50 to cover the following:

Filing Fee	\$70.00
Fee for Certificate	\$ 8.75
Certification Fee	\$ 8.75

Total: \$87.50

We would appreciate your filing these Articles, certifying them as the Articles of Incorporation, and returning them to our office.

Regards,

  
Gregory Paules  
Attorney at Law

GP/bkb  
Enclosures

cc: Richard and Stephanie Barnes

OCT 9 2001

ARTICLES OF INCORPORATION

OF

FLAVEX, INC.

I, the undersigned, hereby organize for the purpose of becoming a Corporation under the laws of the State of Florida, by and under the provision of the Statutes of the State of Florida, providing for the formation, rights, privileges, immunities and liabilities of a Corporation for profit.

ARTICLE I - NAME

The name of the Corporation shall be:

FLAVEX, INC.

ARTICLE II - DURATION

This Corporation shall exist perpetually commencing on the date of execution and acknowledgment of these Articles.

ARTICLE III - PURPOSE

The purpose of the Corporation is to engage in any and all phases of travel and vacation planning and all other business permitted under the laws of the United States and the State of Florida's General Corporation Act.

ARTICLE IV - CAPITAL STOCK

This Corporation is authorized to issue 7000 shares of 1.00 par value common stock, which should be designated "Common Shares".

These Articles of Incorporation have been prepared by:  
NORTH TAMPA LAW CENTER OF GREGORY PAULES, P.A.  
12421 North Florida Avenue  
Suite B-122  
Tampa, Florida 33612  
Telephone No. (813) 935-1704

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TALLAHASSEE, FLORIDA

**ARTICLE V - CAPITAL**

The amount of capital with which the Corporation will begin business shall be \$2,000.00.

**ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT**

The business address of the initial registered agent and office of the Corporation is:

3820 Swans Landing  
Land O' Lakes, Florida 34639

The name of the initial registered agent of this Corporation at the above address is:

**STEPHANIE BARNES**

**ARTICLE VII - PRINCIPAL OFFICE**

The address of the Corporation's principal office is:

3820 Swans Landing  
Land O' Lakes, Florida 34639

**ARTICLE VIII - DIRECTORS**

This Corporation shall have two directors initially. The number of directors may be increased or decreased from time to time by a majority vote of the stockholders, but there shall never be less than two.

**ARTICLE IX**

The names and street addresses of the members of Board of Directors are as follows:

**RICHARD BARNES**  
3820 Swans Landing  
Land O' Lakes, Florida 34639

**STEPHANIE BARNES**  
3820 Swans Landing  
Land O' Lakes, Florida 34639

#### ARTICLE X - INCORPORATORS

The name and address of the initial subscribers signing these Articles are as follows:

RICHARD BARNES  
3820 Swans Landing  
Land O' Lakes, Florida 34639

STEPHANIE BARNES  
3820 Swans Landing  
Land O' Lakes, Florida 34639

#### ARTICLE XI - BY LAWS

The power to adopt, alter, amend or repeal by laws shall be vested in the Board of Directors and the Shareholders.

#### ARTICLE XII - RESTRICTIONS ON TRANSFER OF STOCK

Shares held by any shareholder may not be resold or otherwise transferred to other persons unless such shares are first offered to the remaining shareholders or this Corporation. The price and terms of which, and the time within which, such shares may be offered and sold shall be further specified by written agreement among all of the shareholders and this Corporation.

#### ARTICLE XIII - ADOPTION OF BY LAWS

A special meeting of the subscribers or their assigns shall be held, upon the call of the president, for the purpose of completing the organization of the Corporation and the adoption of the by laws and the transaction of such business as may come before the meeting.

#### ARTICLE XIV - AMENDMENTS

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment

hereto, and any right conferred upon the shareholder is subject to this reservation.

IN WITNESS WHEREOF, I have hereunto subscribed my name and affixed my seal to these Articles of Incorporation, on this 30<sup>th</sup> day of September, 2001.

Richard Barnes  
RICHARD BARNES

Stephanie Barnes  
STEPHANIE BARNES

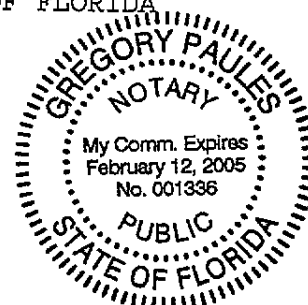
STATE OF FLORIDA

COUNTY OF HILLSBOROUGH

BEFORE ME, the undersigned authority, personally appeared, RICHARD BARNES and STEPHANIE BARNES being first duly sworn, deposes and says that they are the individuals subscribed in and who executed the foregoing Articles of Incorporation and acknowledged before me that they executed same for the purpose therein expressed.

WITNESS my hand and official seal in the above named County and State this 30<sup>th</sup> day of September, 2001 by the above named persons who have produced Florida Driver's Licenses as identification.

Gregory Pauls  
NOTARY PUBLIC, STATE OF FLORIDA



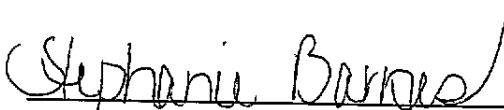
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICES OF PROCESS WITHIN THIS STATE  
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted:

**FLAVEX, INC.**, desiring to organize under the laws of the State of Florida with its principal office as indicated in the Articles of Incorporation at Tampa, County of Hillsborough, State of Florida, has named **STEPHANIE BARNES**, 3820 Swans Landing, Land O' Lakes, Florida 34639 at that address, as its 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 agree to act in this capacity and agree to comply with the provision of said Act relative to keeping open said office.

  
**STEPHANIE BARNES**

FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
01 OCT -8 AM 9:49