

**LAW OFFICES OF
JACOB E. COLGROVE, P.A.**

1570 Shadowlawn Drive
Naples, Florida 34104
941/775-4200

February 11, 2002

CORPORATE RECORDS BUREAU
Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, Florida 32314

500004914565--4
-02/13/02-01044-018
*****70.00 *****70.00

Re: Incorporation of Ghost Tours of Fort Myers

Dear Sirs:

Appended hereto please find the properly prepared original Articles of Incorporation of Ghost Tours of Fort Myers, Inc., which I wish to have filed. I have also forwarded a copy of the original Articles such that you may return to me a time-stamped copy.

The cost of filing these Articles will be covered by my draft which I have appended hereto and which has been made payable to the Secretary of State in the total amount of Seventy (\$70.00) Dollars.

Please take those steps necessary to file these Articles at your earliest convenience. Once they have been properly filed, please return to me the time-stamped copy.

Thanking you for your consideration, I remain

Very truly yours,

Jacob E. Colgrove

JEC/drkc

Encl :

FILED
02 FEB 13 AM 10:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

gk2/18

ARTICLES OF INCORPORATION
of
GHOST TOURS OF FORT MYERS, INC.
CORP.037

FILED
02 FEB 13 AM 10:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, for the purpose of forming a corporation under The Florida General Corporation Act, Florida Statutes Chapter 607, hereby adopts the following Articles of Incorporation:

ARTICLE I - NAME

This corporation shall be known as GHOST TOURS OF FORT MYERS, INC.

ARTICLE II - DURATION

The term of existence of this corporation is perpetual.

ARTICLE III - PURPOSE

This corporation may engage in, or transact the business of, entertainment tours, and all business activities related thereto, as well as any and all other lawful business and/or activities for which corporations may be incorporated under the laws of the United States of America, The Florida General Corporation Act, the State of Florida, and/or any other state, country, territory, or nation.

ARTICLE IV - CAPITAL STOCK

The aggregate number of shares which this corporation has authority to issue and have outstanding at any time is Seven Thousand Five Hundred (7,500), all of which shall be common shares having a par value of One (\$1.00) Dollar each.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT
AND PRINCIPAL OFFICE

The street address of the initial registered office and the principal office of the corporation is as follows:

4748 Jackfish Street
Bonita Springs, Florida 34134

and the name of the initial Registered Agent at the aforesated address is as follows:

BARBARA THIEL

ARTICLE VI - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of the corporation of the same kind, class, or series as that which he already holds, shall have the right to purchase his pro rata share of the new offering at the price at which it is offered to others.

ARTICLE VII - SPECIAL PROVISIONS

The stock of this corporation is intended to qualify under the requirements of §1244 of the Internal Revenue Code and the regulations listed thereunder and the officers of the corporation shall take such actions as are necessary, proper, and appropriate to accomplish compliance with all applicable law. The stock of this corporation is further intended to qualify under the requirements of Subchapter S of the Internal Revenue Code and the regulations listed thereunder and the officers of the corporation shall take such actions as are necessary, proper, and appropriate to accomplish compliance with all applicable law.

ARTICLE VIII - INITIAL BOARD OF DIRECTORS

This corporation shall have the following number of directors initially:

One (1)

Barbara Thiel
Post Office Box 62
Estero, Florida 33928

The number of directors may be either increased or decreased from time to time through appropriate changes in the By-Laws but the number of directors shall never be less than One (1) nor more than Three (3).

ARTICLE IX - INCORPORATOR

The name and address of the person signing these Articles of Incorporation is

Barbara Thiel
Post Office Box 62
Estero, Florida 33928

FILED
02 FEB 13 AM 10:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, I have set my hand in subscription of these Articles of Incorporation this 6th day of February, 2002.

I am familiar with, accept, and will faithfully perform my duties and responsibilities as Registered Agent for said corporation.

Barbara Thiel
BARBARA THIEL

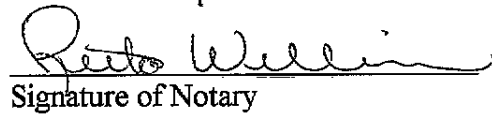
STATE OF FLORIDA :

COUNTY OF LEE : § §

BEFORE ME, the undersigned authority duly authorized to administer oaths and take acknowledgments, personally appeared BARBARA THIEL who is personally known to me or who has produced her Florida Driver License Number T400070315870 as identification, and who did not take an oath, and acknowledged that she is the incorporator of the foregoing Articles of Incorporation and that she subscribed the foregoing Articles of Incorporation for the purposes expressed therein.

IN WITNESS WHEREOF, I have set my hand and Official Seal this 6th day of

February, 2002.



Reita Williams
Name of Notary Printed

Serial or Commission Number

10-18-03
My Commission Expires

My Commission Expires