

FROM : AVERY WHIGHAM WINESETT P.A.

PHONE NO. : 941 334 6258

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Florida Department of State

Division of Corporations

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Account Number : I20010000200

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FLORIDA PROFIT CORPORATION OR P.A.

GO INTERLINE, INC.

Certificate of Status	1
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FROM : AVERY WHIGHAM WINESETT P.A.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
GO INTERLINE, INC.**

The undersigned, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

**ARTICLE I
(Name and Mailing Address)**

The name of the corporation is GO INTERLINE, INC., and its mailing address is 2360 LaSalle Avenue, Fort Myers, FL 33907.

**ARTICLE II
(Duration)**

The duration of this corporation is perpetual and its existence shall commence on the date of execution and acknowledgment of these Articles.

**ARTICLE III
(Purpose)**

The general purposes for which this corporation is organized are to engage in the travel package business; to contract for wholesale accommodations, tours, and event tickets; to package such activities and to sell them members of employee groups; to engage in such other activities as are incidental to or connected with the operation of such business; and to transact any other lawful business for which corporations may be incorporated under the Florida Business Corporation Act.

**ARTICLE IV
(Capital Stock)**

This corporation is authorized to issue 10,000 shares of common stock with a par value of \$1.00 per share.

**ARTICLE V
(Initial Registered Office and Registered Agent)**

The street address of the initial registered office of this corporation is 2248 First Street, Fort Myers, Florida 33901, and the name of the initial registered agent of this corporation at that address is Robert A. Winesett.

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**ARTICLE VI
(Preemptive Rights)**

Every Shareholder, upon the sale for cash of any new stock of this corporation, shall have the right to purchase his pro rata share (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

**ARTICLE VII
(Initial Board of Directors)**

This corporation shall have two directors initially. The number of Directors may be either increased or diminished from time to time by a majority of the shareholders present in person or by proxy at any annual or special meeting of the shareholders but shall never be less than one director nor more than seven directors. The names and addresses of the initial directors of this corporation are:

Porter King Bigelow
2360 LaSalle Avenue
Fort Myers, FL 33907

Melissa Letha Bigelow
2360 LaSalle Avenue
Fort Myers, FL 33907

**ARTICLE VIII
(Incorporators)**

The name and address of the persons signing these Articles are:

Porter King Bigelow
2360 LaSalle Avenue
Fort Myers, FL 33907

Melissa Letha Bigelow
2360 LaSalle Avenue
Fort Myers, FL 33907

**ARTICLE IX
(Bylaws)**

The Bylaws of the corporation shall be adopted, altered, amended or repealed and new Bylaws may be adopted, by either the Board of Directors or the Shareholders, but the Board of Directors may not amend or repeal any Bylaw adopted by the Shareholders if the Shareholders specifically provide that the Bylaw is not subject to amendment or repeal by the Directors.


**ARTICLE X
(Amendment)**

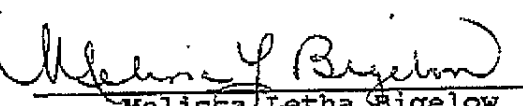
This corporation reserves the right, subject to the approval of persons voting not less than a two-thirds majority of the outstanding fully paid and non-assessable shares of the capital stock of the corporation, to amend or repeal any provision

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contained in these Articles of Incorporation, or any amendment to them, and any right conferred upon the Shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporators have executed these Articles of Incorporation on this 27th day of March, 2002.


Porter King Bigelow


Melissa Letha Bigelow

STATE OF FLORIDA


COUNTY OF LEE

27th The foregoing instrument was acknowledged before me this day of March, 2002, by Porter King Bigelow and Melissa Letha Bigelow, who have each produced a Florida driver license or [] as identification.



Robert A. Winesett
MY COMMISSION # CC814816 EXPIRES
May 1, 2003
BONDED THRU TROY FARM INSURANCE, INC.

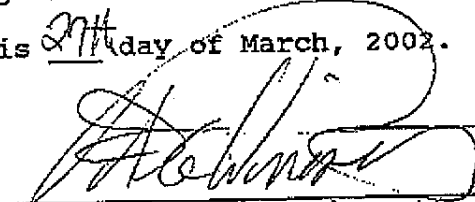
NOTARY PUBLIC:


sign
print: Robert A. Winesett
State of Florida at Large (Seal)

ACCEPTANCE BY REGISTERED AGENT

The undersigned, being the person named as initial registered agent of GO INTERLINE, INC., is familiar with Sections 607.0501, 607.0502, 607.0505 and 607.1508, Florida Statutes, and accepts the obligations thereunder.

EXECUTED this 27th day of March, 2002.


Robert A. Winesett

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TALLAHASSEE, FLORIDA