

**Electronic Articles of Incorporation
For**

P03000040827
FILED
April 10, 2003
Sec. Of State

HEAVENLY PLACES, INC.

The undersigned incorporator, for the purpose of forming a Florida profit corporation, hereby adopts the following Articles of Incorporation:

Article I

The name of the corporation is:
HEAVENLY PLACES, INC.

Article II

The principal place of business address:
4521 NW 74 AVE
LAUDERHILL, FL. 33319

The mailing address of the corporation is:
4521 NW 74 AVE
LAUDERHILL, FL. 33319

Article III

The purpose for which this corporation is organized is:
EVENT AND ITINERARY ORGANIZER/MARKETER TO INCLUDE, BUT NOT LIMITED TO, VACATION PACKAGES, AIRLINE DISCOUNTS AND HOTEL ACCOMODATIONS.

Article IV

The number of shares the corporation is authorized to issue is:
100

Article V

The name and Florida street address of the registered agent is:
STAFFORD H BLAIR
4521 NW 74 AVE
LAUDERHILL, FL. 33319

I certify that I am familiar with and accept the responsibilities of registered agent.

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Registered Agent Signature: STAFFORD H. BLAIR

Article VI

The name and address of the incorporator is:

STAFFORD H. BLAIR
4521 NW 74 AVE
LAUDERHILL, FL 33319

Incorporator Signature: STAFFORD H. BLAIR

Article VII

The initial officer(s) and/or director(s) of the corporation is/are:

Title: P
STAFFORD H BLAIR
4521 NW 74 AVE
LAUDERHILL, FL. 33319

Title: VP
LUCILLE Y BLAIR
4521 NW 74 AVE
LAUDERHILL, FL. 33319

Article VIII

The effective date for this corporation shall be:

04/10/2003