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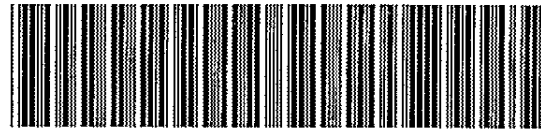
(Business Entity Name)

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STATE
TALLAHASSEE, FLORIDA

APR 23 2003

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REPLY TO: TAMPA

April 17, 2003

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

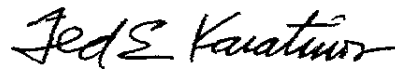
Re: Filing of the Articles of Incorporation of SMH Travel Consultants, Inc.

Dear Division of Corporations:

I represent the Incorporator, Shirley Hamblet. I enclose an original and one (1) copy of the above-referenced Articles of Incorporation. Please file that document. Further, I enclose a check for \$87.50 to cover the filing fee; to receive a certified copy; and to receive a certificate of status. Please send a certified copy of the articles and a certificate of status to the address on this letterhead.

I appreciate your assistance.

Sincerely,



Ted E. Karatinos, Esq.

Enclosures

cc: Shirley Hamblet

ARTICLES OF INCORPORATION
OF
SMH TRAVEL CONSULTANTS, INC.

The undersigned incorporator, desiring to form a corporation under Chapters 607 and 621 of Florida statutes, adopts the following Articles of Incorporation:

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TALLAHASSEE, FLORIDA

ARTICLE I: NAME

The name of the corporation shall be SMH Travel Consultants, Inc.

ARTICLE II: PURPOSE

The purpose for which this corporation is organized is to provide travel consulting services to consumers.

ARTICLE III: DURATION

This corporation shall have perpetual existence.

ARTICLE IV: CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is 100 shares with no par value.

ARTICLE V: REGISTERED AGENT'S NAME AND OFFICE

The initial Registered Agent and Office are as follows: Shirley Hamblet, 155 Nina Way, Oldsmar, Florida 34677.

ARTICLE VI: INCORPORATOR

The name and address of the Incorporator is Shirley Hamblet, 155 Nina Way, Oldsmar, Florida 34677.

ARTICLE VII: DIRECTORS

Corporate business shall be managed by the shareholders of the corporation, rather than by a board of directors.

ARTICLE VIII: PRINCIPAL OFFICE

The corporation's principal office shall be located at 3438 East Lake Road, Suite 14 PMB 616, Palm Harbor, Florida 34685.

ARTICLE IX: PRINCIPAL PLACE OF BUSINESS

The corporation's principal place of business shall be located at 3438 East Lake Road, Suite 14 PMB 616, Palm Harbor, Florida 34685.

IN WITNESS WHEREOF the Incorporator has hereunto set her hand on this 17th day of April, 2003.


SHIRLEY HAMBLET
INCORPORATOR

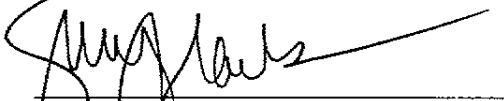
Shirley Hamblet, who is either personally known to me 17th or has produced Florida Divers License as identification, appeared and signed these Articles Of Incorporation under oath on this 17th day of April, 2003.


NOTARY PUBLIC



ACCEPTANCE BY REGISTERED AGENT

Shirley Hamblet hereby accepts the position of Registered Agent, satisfying Florida Statute Section 607.0501. Further, she understands and accepts the duties of a Registered Agent as provided in Florida Statute Section 607.0505.


SHIRLEY HAMBLET
REGISTERED AGENT

Shirley Hamblet, who is either personally known to me 17th or has produced Florida Divers License as identification, appeared and signed these Articles Of Incorporation under oath on this 17th day of April, 2003.


NOTARY PUBLIC



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