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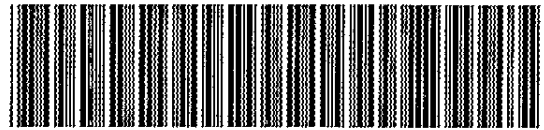
(Business Entity Name)

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Certified Copies _____ Certificates of Status _____

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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MEDIATION AND LAW OFFICES OF
JAYNE M. LAMBERT, P.A.

JAYNE M. LAMBERT
Attorney at Law
Certified Florida Circuit and County Mediator
Certified Federal Civil Mediator

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Mailing Address
P.O. Box 2925
Tampa, FL 33601

June 6, 2003

Florida Department of State
Division of Corporations
Corporate Filings
P.O. Box 6327
Tallahassee, FL 32314

Re: Anywhere Tours of Florida, Inc.
My File No. 03-013

Dear Sirs/Madams:

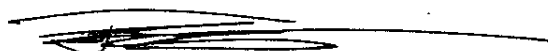
The following are enclosed:

- The original and one copy of the Articles of Incorporation of Anywhere Tours of Florida, Inc., with an Acceptance of Service as Registered Agent
- My firm's check number 535, in the amount of \$78.75, payable to Florida Department of State

Please file these Articles of Incorporation and Acceptance of Service as Registered Agent and return to me a **Certificate of Status** verifying the corporate existence of Anywhere Tours of Florida, Inc., along with the enclosed copy of the Articles of Incorporation and Acceptance of Service as Registered Agent date stamped as filed.

Thank you for your attention to this matter. If you have any questions or need anything further, please contact me.

Sincerely,



Jayne M. Lambert

JML/
Enclosures
cc: Anywhere Tours of Florida, Inc.

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03 JUN -9 PM 2:00

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

ANYWHERE TOURS OF FLORIDA, INC.

The undersigned incorporators hereby execute these Articles of Incorporation for the purpose of forming a corporation for profit in accordance with the laws of the State of Florida.

ARTICLE 1

Name

The name of this corporation shall be:

ANYWHERE TOURS OF FLORIDA, INC.

ARTICLE 2

Principal Office and Mailing Address

The street address of the principal office of this corporation and the mailing address of this corporation shall be:

3706 Crestwood Drive
Valrico, FL 33594

ARTICLE 3

Capital Stock

The aggregate number of shares of capital stock authorized to be issued by this corporation shall be 1,000,000 shares of common stock with a par value of \$.01 per share. Each share of said stock shall entitle the holder thereof to one vote at every annual or special meeting of the stockholders of this corporation. The consideration for the issuance of said shares of capital stock may be paid, in whole or in part, in cash, in promissory notes, in other property (tangible or intangible), in labor or services actually performed for this

corporation, in promises to perform services in the future evidenced by a written contract, or in other benefits to this corporation at a fair valuation to be fixed by the Board of Directors. When issued, all shares of stock shall be fully paid and nonassessable.

ARTICLE 4

Registered Office and Registered Agent

The initial registered office of this corporation shall be located at 3706 Crestwood Drive, Valrico, FL 33594, and the initial registered agent of this corporation at such office shall be Wayne A. Thyner. This corporation shall have the right to change such registered agent and such registered office from time to time, as provided by law.

ARTICLE 5

Board of Directors

The Board of Directors of this corporation shall consist of a number of directors to be fixed from time to time by the stockholders or the by-laws. The business and affairs of this corporation shall be managed by the Board of Directors, which may exercise all such powers of this corporation and do all such lawful acts and things as are not by law directed or required to be exercised or done only by the stockholders.

ARTICLE 6

Initial Board of Directors

The initial Board of Directors of this corporation shall consist of two members, such members to hold office until their successors have been duly elected and qualified. The names and street address of the initial directors are:

<u>Name</u>	<u>Address</u>
Wayne A. Thyner	3706 Crestwood Drive Valrico, FL 33594
Elizabeth J. Sarver	3706 Crestwood Drive Valrico, FL 33594

ARTICLE 7

Incorporators

The names and street address of the incorporators making these Articles of Incorporation are:

<u>Name</u>	<u>Address</u>
Wayne A. Thyner	3706 Crestwood Drive Valrico, FL 33594
Elizabeth J. Sarver	3706 Crestwood Drive Valrico, FL 33594

ARTICLE 8

Purposes and Duration

The general purpose for which this corporation is organized is the transaction of any and all lawful business for which corporations may be incorporated under the Florida Business Corporation Act, and any amendments thereto, and in connection therewith, this corporation shall have and may exercise any and all powers conferred from time to time by law upon corporations formed under such Act. This corporation shall have perpetual existence.

ARTICLE 9

By-Laws

The power to adopt the by-laws of this corporation, to alter, amend or repeal the by-laws, or to adopt new by-laws, shall be vested in the Board of Directors of this corporation.

ARTICLE 10

Amendment of Articles of Incorporation

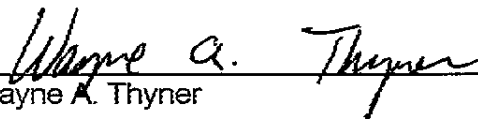
This corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon the stockholders herein are subject to this reservation.

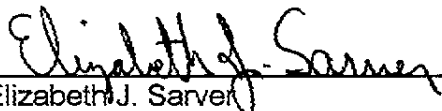
ARTICLE 11

Affiliated Transactions

The provisions of Section 607.0901, Florida Statutes, relating to affiliated transactions, shall be inapplicable to this corporation.

IN WITNESS WHEREOF, the undersigned incorporators have executed these Articles of Incorporation for the uses and purposes therein stated.


Wayne A. Thyner


Elizabeth J. Sarver

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ANYWHERE TOURS OF FLORIDA, INC.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCEPTANCE OF SERVICE AS REGISTERED AGENT

The undersigned, Wayne A. Thyner, having been named as registered agent to accept service of process for the above-named corporation at the registered office designated in the Articles of Incorporation, hereby agrees and consents to act in that capacity. The undersigned is familiar with and accepts the duties and obligations of a registered agent under applicable law.

DATED this 5th day of June, 2003.

Wayne A. Thyner
Wayne A. Thyner