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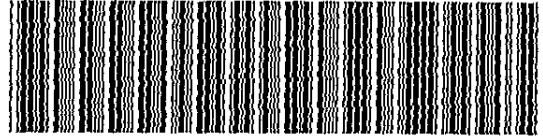
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03 JUN 25 PM 2:04

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

6-27-03
[Signature]



Elizabeth A. Wilsman, P.A.

Certified Public Accountant

Member AICPA
Member FICPA

June 23, 2003

Department of State
Division of Corporations
PO Box 6327
Tallahassee, FL 32314

**RE: New Incorporation
TRAVEL WITH MICHELE, INC.**

Sir/Madam:

Enclosed please find an original and two copies of the Articles of Incorporation for the above-mentioned corporation, along with a check in the sum of \$78.75. Said check covers the cost of Filing (\$35.00), designation of registered agent (\$35) and (\$8.75) to obtain a Certified Copy of the filed Articles.

Thank you for your kind attention to this matter. If you have any questions, please contact the undersigned at your earliest convenience.

Sincerely,

Elizabeth A. Wilsman
Certified Public Accountant

ARTICLES OF INCORPORATION

OF

TRAVEL WITH MICHELE, INC.

The undersigned, being sui juris, and desiring to form a corporation for profit under the Laws of the State of Florida, hereby subscribes to these Articles of Incorporation.

ARTICLE I

The name of the corporation is:

TRAVEL WITH MICHELE, INC.

ARTICLE II

The principal purpose for which this corporation is formed is to engage in the business of a holding corporation; and is to provide services of all types through its subsidiaries, affiliates and joint ventures; and to do all things necessary and proper to accomplish the same.

This corporation shall have power to engage in every lawful business allowed a corporation for profit under Florida laws.

ARTICLE III

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is ONE HUNDRED (100) SHARES of common stock, having a par value of one dollar (\$1.00) per share.

The consideration to be paid for each share shall be fixed by the Board of Directors.

ARTICLE IV

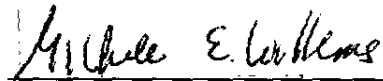
These Articles of Incorporation may be amended in the manner provided by Law. Every amendment shall first be proposed by and approved by the Board of Directors. They shall then be proposed to the stockholders for their approval at a meeting of stockholders called for that purpose and ratified by a majority of stockholders entitled to vote thereon, unless all of the stockholders sign a written statement manifesting their unanimous intention that a certain amendment be made.

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TALLAHASSEE, FLORIDA

ARTICLE V

Pursuant to the provisions of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said ACT: That

TRAVEL WITH MICHELE, INC., desiring to organize under the Laws of the State of Florida, with its principal office located at 4032 NW 62ND LANE CORAL SPRINGS, FL 33065, County of BROWARD, State of Florida, has named MICHELE E. WILLEMS, Whose office address is 4032 NW 62ND LANE CORAL SPRINGS, FL. 33065, as its agent to accept service of process for the corporation within Florida ACKNOWLEDGEMENT: I, MICHELE E. WILLEMS, having been named as agent to accept service of process for the above corporation, at the place designated, hereby accept such nomination and agree to comply with said ACT relative to keeping open said office.



MICHELE E. WILLEMS,
Registered Agent

ARTICLE VI

The duration of the corporation is perpetual.

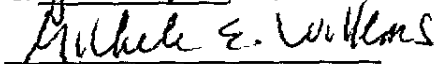
ARTICLE VII

The business of this corporation shall be initially managed by its stockholders rather than by and initial Board of Directors. A Board of Directors shall be created and elected pursuant to the Bylaws of this corporation and the laws of Florida.

ARTICLE VIII

The name and address of the incorporator signing these Articles of Incorporation is as follows: MICHELE E WILLEMS 4032 NW 62ND LANE CORAL SPRINGS, FL 33065 IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation the 9th

day of June 9, 2003.

By: 

MICHELE E WILLEMS, Incorporator

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STATE OF FLORIDA)

COUNTY OF PALM BEACH)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

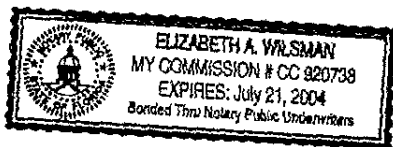
Before me, a Notary Public authorized to take acknowledgements in the State and County set

forth above, personally appeared MICHELE E. WILLEMS, known to me and known to the person

who executed the foregoing Articles of Incorporation, and who acknowledged before me that he

executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto affixed my hand and seal, in the State and County
aforesaid, this 9th day of June, 2003.



Elizabeth A. Walsman

(Notary Public, State of Florida at Large)