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Sandra P. Hammond 3052 Branch Dr. Clearwater, FL 33760 (727) 539-1550

July 5, 2003

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

Dear Sirs:

Enclosed please find 3 copies of our articles of incorporation for Sandy's Designs, Inc., a money order payable to the state of Florida in the amount of \$70.00 for the filing fees and a return envelop. Please file the articles of incorporation and return one stamped copy of the filed articles of incorporation to me in the return envelope.

Sincerely,

Sandra P. Hammond, Incorporator

Jandra G. Hannal

ARTICLES OF INCORPORATION FOR SANDY'S DESIGNS, INC.

ARTICLE ONE

The name of the corporation is Sandy's Designs, Inc.

FILED

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SECRETARY OF STATE TALLAHASSEE, FLORIDA

ARTICLE TWO

The period of its duration is perpetual.

ARTICLE THREE

The purpose or purposes for which the corporation is organized are: the transaction of any or all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes. The corporation is specifically authorized to form an association of travel agents, and provide services to the agents including representing and marketing their services to travel suppliers and providing arbitration between suppliers and agents.

ARTICLE FOUR

The aggregate number of shares which the corporation shall have authority to issue is 1,000,000 of no par value stock. The incorporator and her family may purchase up to 500,000 shares at a pre-incorporation price of one cents per share until June 15, 2005, provided the stock is restricted and may not be transferred except to the Corporation. This restricted stock may only be sold back to the Corporation as treasury stock at the same price per share for which it was issued (one cent) unless all the stock of the corporation is sold to a buyer at the same time in which case the corporation shall purchase the shares for the same price offered every other shareholder. Should the IRS determine that such restricted stock represents a different class of stock, the above section concerning restricted stock shall become null and void. All newly issued stock must first be offered to all existing shareholders at the same price offered to non-shareholders and in the same percentage as their existing holdings.

ARTICLE FIVE

The corporation shall not commence business until it has received for the issuance of its shares consideration of the value of \$1,000.

ARTICLE SIX

The address of its registered office is 3052 Branch Dr., Clearwater, FL 33760; and the name of its registered agent at such address is William A. Hammond. Such registered office shall also be the corporation's principal place of business.

Registered Agent Acceptance:

I HEREBY AM FAMILIAR WITH AND ACCEPT THE DUTIES AND RESPONIBILITIES OF THE REGISTERED AGENT.

ARTICLE SEVEN

The number of initial directors is one, and her name and address is:

Sandra P. Hammond 3052 Branch Dr. Clearwater, FL 33760

ARTICLE EIGHT

The name and address of the incorporator is:

Sandra P. Hammond 3052 Branch Dr. Clearwater, FL 33760

Jandra O. Stammer

July, 2003, by the above named incorporator and registered agent

Notary Public for Pinellas County, Florida

AARON D. RYAN MY COMMISSION # DD 090914 EXPIRES: February 11, 2006 Bonded Thru Notary Public Underwriters