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**FLORIDA PROFIT CORPORATION OR P.A.
BAY AREA TRAVEL HOLDING COMPANY, INC.**

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|-----------------------|---------|
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TALLAHASSEE, FLORIDA

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
BAY AREA TRAVEL HOLDING COMPANY, INC.**

The undersigned, acting as incorporator of the captioned corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation:

ARTICLE I
CORPORATE NAME AND PRINCIPAL OFFICE

The name of this corporation is BAY AREA TRAVEL HOLDING COMPANY, INC. (the "Corporation") and its principal office and mailing address is 1511 N. Westshore Boulevard, Suite 250, Tampa, Florida 33607.

ARTICLE II
COMMENCEMENT OF CORPORATE EXISTENCE

The Corporation shall commence its existence on November 4, 2003.

ARTICLE III
GENERAL NATURE OF BUSINESS

The Corporation may transact any lawful business for which corporations may be incorporated under Florida law.

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ARTICLE IV
CAPITAL STOCK

The aggregate number of shares of stock authorized to be issued by this corporation shall be 100,000,000 shares of common stock, each with a par value of \$.001. Each share of issued and outstanding common stock shall entitle the holder thereof to fully participate in all shareholder meetings, to cast one vote on each matter with respect to which shareholders have the right to vote, and to share ratably in all dividends and other distributions declared and paid with respect to the common stock, as well as in the net assets of the corporation upon liquidation or dissolution.

ARTICLE V
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation shall be 220 S. Franklin Street, Tampa, Florida 33602, and the initial registered agent of the corporation at such address is Marian H. Sbar.

ARTICLE VI
INCORPORATOR

The name and address of the Corporation's incorporator is:

Name

Joseph A. Probasco

Address

220 S. Franklin Street
Tampa, Florida 33602

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ARTICLE VII

BY-LAWS

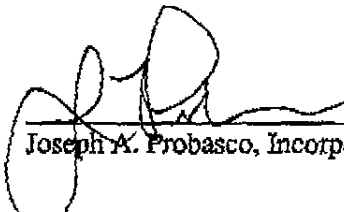
The power to adopt, alter, amend or repeal by-laws of this Corporation shall be vested in its shareholders and separately in its Board of Directors, as prescribed by the by-laws of the Corporation.

ARTICLE VIII

INDEMNIFICATION

If the criteria set forth in §607.0850(1) or (2), *Florida Statutes*, as then in effect, have been met, then the corporation shall indemnify any director, officer, employee or agent thereof, whether current or former, together with his or her personal representatives, devisees or heirs, in the manner and to the extent contemplated by §607.0850, as then in effect, or by any successor law thereto.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 4th day of November, 2003.



Joseph A. Probasco, Incorporator

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CERTIFICATE DESIGNATING
REGISTERED AGENT

Pursuant to the provisions of §§48.091 and 607.0501, Florida Statutes, BAY AREA TRAVEL HOLDING COMPANY, INC., desiring to organize under the laws of the State of Florida, hereby designates Marian H. Sbar, an individual resident of the State of Florida, as its Registered Agent for the purpose of accepting service of process within such State and designates 220 S. Franklin Street, Tampa, Florida 33602, the business office of its Registered Agent, as its Registered Office.


BAY AREA TRAVEL HOLDING COMPANY, INC.

By: 

Joseph A. Probasco, Incorporator

ACKNOWLEDGMENT

I hereby accept my appointment as Registered Agent of the above named corporation, acknowledge that I am familiar with and accept the obligations imposed by Florida law upon that position, and agree to act as such in accordance with the provisions of §§48.091 and 607.0505, Florida Statutes.


Marian H. Sbar

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