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Florida Department of State
Division of Corporations
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To:

Division of Corporations
Fax Number : (850) 205-0381

From:

Account Name : A 1 A CORPORATE SERVICES, INC.
Account Number : I20010000247
Phone : (305) 674-3313
Fax Number : (305) 675-2811

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CLERK OF STATE
DIVISION OF CORPORATIONS
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FLORIDA PROFIT CORPORATION OR P.A.

PACE Management Inc.

Certificate of Status	0
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PLANNY TRAVEL

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Articles of Incorporation

In compliance with Chapter 607 and/or Chapter 621, F.S. (Profit)

ARTICLE I: NAME

The name of the corporation shall be:

PACE Management Inc.

ARTICLE II: PRINCIPAL OFFICE

The principal place of business/mailling address is:

99 Blue Jays Way Suite 201
Toronto, Ontario , Alabama M5V 9G9

ARTICLE III: PURPOSE

The purpose for which the corporation is organized:

The corporation may engage in any activity or business permitted under the laws of the State of Florida.

ARTICLE IV: SHARES

The number of shares of stock is:

1,500 COMMON SHARES PAR VALUE \$.10

ARTICLE V: INITIAL OFFICERS/DIRECTORS (optional)

The name(s), address(es), and title(s) of the directors and officers is/are:

President:

David Bliss

99 Blue Jays Way Suite 201

Toronto, Ontario M5V 9G9

Vice President:

Troy Taylor

99 Blue Jays Way Suite 201

Toronto, Ontario M5V 9G9

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STATE OF FLORIDA
DEPARTMENT OF REVENUE

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PLANET TRAVEL

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PAGE 2 **PACE Management Inc.**

ARTICLE VI: REGISTERED AGENT

The name and Florida street address of the registered agent is:

A1A Registered Agent Inc.

92 Sadberry Road

Quincy, FL 32351

ARTICLE VII: INCORPORATOR

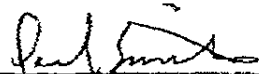
The name and Florida street address of the incorporator is:

David Bliss

99 Blue Jays Way Suite 201

Toronto, Ontario M5V 9G9

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.



A1A Registered Agent Inc. / Registered Agent

11/18/03

Date



David Bliss / Incorporator

Nov. 18/03

Date

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