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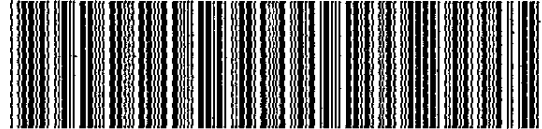
(Business Entity Name)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

10/4/05

**Thomas R. Townsend, P.A.
Attorney at Law**

984 S. Florida Avenue
Rockledge, FL 32955

☎ (321) 632-4656
(321) 632-2089/FAX

September 30, 2005

Florida Department of State
Division of Corporations
ATTN: New Filings Section
P. O. Box 6327
Tallahassee, FL 32314

Re: ALL ABOUT YOU TRAVEL UNLIMITED, INC.

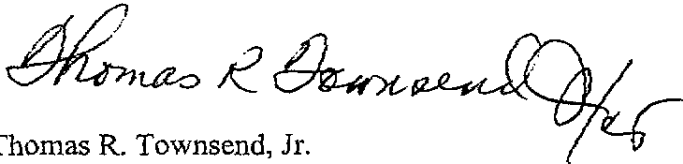
Dear Miss Brim:

Enclosed please find the original and one copy of the Articles of Incorporation for ALL ABOUT YOU TRAVEL UNLIMITED, INC., and my check #3260 in the amount of \$78.75 to cover the following costs:

Filing Fee	\$ 35.00
Certified Copy	8.75
Registered Agent Designation	35.00

Please return a certified copy of the Articles of Incorporation at your earliest convenience.

Sincerely,



Thomas R. Townsend, Jr.
Attorney at Law

TRT/ct

Enclosures

cc: Jean L. Paugh

ARTICLES OF INCORPORATION

OF

ALL ABOUT YOU TRAVEL UNLIMITED, INC.

The undersigned subscriber to these Articles of Incorporation is a natural person competent to contract and hereby form a Corporation for profit under Chapter 607 of the Florida Statutes.

ARTICLE I - NAME

The name of the corporation is: **ALL ABOUT YOU TRAVEL UNLIMITED, INC.**

ARTICLE II - PURPOSE OF CORPORATION

The corporation is organized for the purpose of transacting any and all activity or business permitted under the laws of the United States for which a corporation may be organized under "CHAPTER 607, CORPORATION LAW, FLORIDA STATUTES," as may from time to time be amended.

ARTICLE III - PRINCIPAL PLACE OF BUSINESS

The Principal Place of Business is: **234 W. King Street, Suite 160
Cocoa, FL 32922**

ARTICLE IV - INCORPORATOR

The name and street address of the Incorporator of this corporation is:

Jean L. Paugh
3738 Crossbow Drive
Cocoa, FL 32926

ARTICLE V - OFFICERS

The officers of the Corporation shall be:

President:	Jean Paugh
Vice President:	Jean Paugh
Secretary:	Cathy L. Patelunas
Treasurer:	Cathy L. Patelunas

whose addresses shall be the same as the principal office of the Corporation.

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ARTICLE VI - DIRECTORS

The Director(s) of the Corporation shall be:

Jean Paugh

whose addresses shall be the same as the principal office of the Corporation.

ARTICLE VII - CORPORATE CAPITALIZATION

7.1 The maximum number of shares that this Corporation is authorized to have outstanding at any time is SEVEN THOUSAND FIVE HUNDRED (7,500) shares of common stock, each share having the par value of ONE DOLLAR (\$1.00).

7.2 All holders of shares of common stock shall be identical with each other in every respect and the holders of common shares shall be entitled to have unlimited voting rights on all shares and be entitled to one vote for each share on all matters on which Shareholders have the right to vote.

7.3 All holders of shares of common stock, upon the dissolution of the Corporation, shall be entitled to receive the net assets of the Corporation.

7.4 No holder of shares of stock of any class shall have any preemptive right to subscribe to or purchase any additional shares of any class, or any bonds or convertible securities of any nature; provided, however, that the Board of Director(s) may, in authorizing the issuance of shares of stock of any class, confer any preemptive right that the Board of Director(s) may deem advisable in connection with such issuance.

7.5 The Board of Director(s) of the Corporation may authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class, whether now or hereafter authorized, for such consideration as the Board of Director(s) may deem advisable, subject to such restrictions or limitations, if any, as may be set forth in the bylaws of the Corporation.

7.6 The Board of Director(s) of the Corporation may, by Restated Articles of Incorporation, classify or reclassify any unissued stock from time to time by setting or changing the preferences, conversions or other rights, voting powers, restrictions, limitations as to dividends, qualifications, or term or conditions of redemption of the stock.

ARTICLE VIII - SUB-CHAPTER S CORPORATION

The Corporation may elect to be an S Corporation, as provided in Sub-Chapter S of the Internal Revenue Code of 1986, as amended.

8.1 The shareholders of this Corporation may elect and, if elected, shall continue such election to be an S Corporation as provided in Sub-Chapter S of the Internal Revenue Code of 1986, as amended, unless the shareholders of the Corporation unanimously agree otherwise in writing.

8.2 After this Corporation has elected to be an S Corporation, none of the shareholders of this Corporation, without the written consent of all the shareholders of this Corporation shall take any action, or make any transfer or other disposition of the shareholders' shares of stock in the Corporation, which will result in the termination or revocation of such election to be an S Corporation, as provided in Sub-Chapter S of the Internal Revenue Code of 1986, as amended.

8.3 Once the Corporation has elected to be an S Corporation, each share of stock issued by this Corporation shall contain the following legend:

"The shares of stock represented by this certificate cannot be transferred if such transfer would void the election of the Corporation to be taxed under Sub-Chapter S of the Internal Revenue Code of 1986, as amended."

ARTICLE IX - SHAREHOLDERS' RESTRICTIVE AGREEMENT

All of the shares of stock of this Corporation may be subject to a Shareholders' Restrictive Agreement containing numerous restrictions on the rights of shareholders of the Corporation and transferability of the shares of stock of the Corporation. A copy of the Shareholders' Restrictive Agreement, if any, is on file at the principal office of the Corporation.

ARTICLE X - POWERS OF CORPORATION

The Corporation shall have the same powers as an individual to do all things necessary or convenient to carry out its business and affairs, subject to any limitations or restrictions imposed by applicable law or these Articles of Incorporation.

ARTICLE XI - TERM OF EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE XII - REGISTERED OWNER(S)

The Corporation, to the extent permitted by law, shall be entitled to treat the person in whose name any share or right is registered on the books of the Corporation as the owner thereto, for all purposes, and except as may be agreed in writing by the Corporation, the Corporation shall not be bound to recognize any equitable or other claim to, or interest in, such share or right on the part of any other person, whether or not the Corporation shall have notice thereof.

ARTICLE XIII - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is: 3738 Crossbow Drive, Cocoa, FL 32926; and the name and address of the initial registered agent of the corporation is: Jean Paugh, 3738 Crossbow Drive, Cocoa, FL 32926.

ARTICLE XIV - BYLAWS

The Board of Director(s) of the Corporation shall have power, without the assent or vote of the shareholders, to make, alter, amend or repeal the Bylaws of the Corporation, but the affirmative vote of a number of Directors equal to a majority of the number who would constitute a full Board of Director(s) at the time of such action shall be necessary to take any action for the making, alteration, amendment or repeal of the Bylaws.

ARTICLE XV - EFFECTIVE DATE

These Articles of Incorporation shall be effective immediately upon approval of the Secretary of State, State of Florida.

ARTICLE XVI - AMENDMENT

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, or in any amendment hereto, or to add any provision to these Articles of Incorporation or to any amendment hereto, in any manner now or hereafter prescribed or permitted by the provisions of any applicable statute of the State of Florida, and all rights conferred upon shareholders in these Articles of Incorporation or any amendment hereto are granted subject to this reservation.

ARTICLE XVII - INDEMNIFICATION

The Corporation shall indemnify a director or officer of the Corporation who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which the director or officer was a party because the director or officer is or was a director or officer of the Corporation against reasonable attorney fees and expenses incurred by the director or officer in connection with the proceeding. The Corporation may indemnify an individual made a party to a proceeding because the individual is or was a director, officer, employee or agent of the Corporation against liability if authorized in the specific case after determination, in the manner required by the board of directors, that indemnification of the director, officer, employee or agent, as the case may be, is permissible in the circumstances because the director, officer, employee or agent has met the standard of conduct set forth by the board of directors. The indemnification and advancement of attorney fees and expenses for directors, officer, employees and agents of the Corporation shall apply when such persons are serving at the Corporation's request while a director, officer, employee or agent of the Corporation, as the case may be, as a director, officer, partner, trustee, employee or agent of another

foreign or domestic Corporation, partnership, joint venture, trust, employee benefit plan or other enterprise, whether or not for profit, as well as in their official capacity with the Corporation. The Corporation also may pay for or reimburse the reasonable attorney fees and expenses incurred by a director, officer, employee or agent of the Corporation who is a party to a proceeding in advance of final disposition of the preceding. The Corporation also may purchase and maintain insurance on behalf of an individual arising from the individual's status as a director, officer, employee or agent of the Corporation, whether or not the Corporation would have power to indemnify the individual against the same liability under the law. All references in these Articles of Incorporation are deemed to include any amendment or successor thereto. Nothing contained in these Articles of Incorporation shall limit or preclude the exercise of any right relating to indemnification or advance of attorney fees and expenses to any person who is or was a director, officer, employee or agent of the Corporation or the ability of the Corporation otherwise to indemnify or advance expenses to any such person by contract or in any other manner. If any word, clause or sentence of the foregoing provisions regarding indemnification or advancement of the attorney fees or expenses shall be held invalid as contrary to law or public policy, it shall be severable and the provisions remaining shall not be otherwise affected. All references in these Articles of Incorporation to "director", "officer", "employee" and "agent" shall include the heirs, estates, executors, administrators and personal representatives of such persons.

IN WITNESS WHEREOF I have hereunto set my hand and seal, acknowledged and filed the Foregoing Articles of Incorporation under the laws of the State of Florida, this 30th day of Sept., 2005.

Jean Paugh
Jean Paugh, Incorporator

STATE OF FLORIDA
COUNTY OF BREVARD

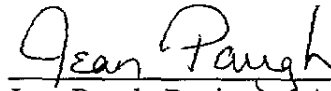
Before me, the undersigned authority, an officer duly authorized to administer oaths and take acknowledgments, personally appeared JEAN PAUGH known to me and known by me to be the person who executed the foregoing articles of incorporation, and he acknowledged before me that he executed the same freely and voluntarily for the purposes therein expressed.

WITNESS my hand and official seal this 30th day of September, 2005, at Rockledge, Brevard County, Florida 32955.

Lance J. Townsend
Notary Public
My commission expires June 28, 2007
LANCE J. TOWNSEND
MY COMMISSION # DD 194535
EXPIRES: June 28, 2007
Bonded Thru Budget Notary Services

ACCEPTANCE

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.



Jean Paugh, Registered Agent

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