

P95000025177

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870
Mailing Address: Post Office Box 10349, Tallahassee, FL 32302
TOLL FREE No. 1-800-342-8062
FAX (904) 222-1222

NAME _____
FIRM _____
ADDRESS _____

PHONE () _____

Service: Top Priority _____ Regular _____
One Day Service Two Day Service

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

FILED
95 MAR 29 PM 1:50
TALLAHASSEE, FL 32301
MAR 29 1995

EFFECTIVE DATE

4-1-95

AB 3/29/95

REQUEST TAKEN CONFIRMED APPROVED

DATE _____

TIME _____ CK No. _____

BY ARK _____

WALK-IN Will Pick Up 329 17.00

RE: Globe Trotter Travel, Inc.

	C.C. FEE.	DISBURSED
Capital Express™		
<input checked="" type="checkbox"/> Art. of Inc. File		
Corp. Record Search		
Ltd. Partnership File		
Foreign Corp. File		
<input checked="" type="checkbox"/> Cert. Copy(s)	600001442556 -03/29/95--01013--016 ***122.50 ***122.50	
Art. of Amend. File		
Dissolution/Withdrawal		
C U S-		
Fictitious Name File		
Name Reservation		
Annual Report/Reinstatement		
Reg. Agent Service		
Document Filing		
Corporate Kit		
Vehicle Search		
Driving Record		
Document Retrieval		
UCC 1 or 3 File		
UCC 11 Search		
UCC 11 Retrieval		
File No.'s, _____ Copies		
Courier Service		
Shipping/Handling		
Phone ()		
Top Priority		
Express Mail Prep.		
FAX () pgs.		
SUBTOTALS		

FEE.....	\$
DISBURSED.....	\$
SURCHARGE.....	\$
TAX on corporate supplies.....	\$
SUBTOTAL.....	\$
PREPAID.....	\$
BALANCE DUE.....	\$

Please remit invoice number with payment
TERMS: NET 10 DAYS FROM INVOICE DATE
1 1/2% per month on Past Due Amounts
Past 30 Days 1.8% per annum

THANK YOU
from

FILED

ARTICLES OF INCORPORATION MAR 29 PM 1:50

OF

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

GLOBE TROTTER TRAVEL, INC.

ARTICLE I - Name and Address

The name of this corporation is GLOBE TROTTER TRAVEL, INC. The mailing address of the corporation is: Post Office Box 1368, Clearwater, Florida 34617-1368. The address of the corporation's principal office is 911 Chestnut Street, Clearwater, Florida 34617.

ARTICLE II - Duration

The date of incorporation shall be effective as of April 1, 1995. This corporation shall have perpetual existence.

ARTICLE III - Purpose

This corporation is organized to include the transaction of any or all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes (1993), as presently enacted and as it may be amended from time to time.

ARTICLE IV - Capital Stock

This corporation is authorized to issue 1,000 shares of common stock, which shall be designated as "Common Shares." The par value of each share of stock shall be One Cent (\$0.01).

ARTICLE V - Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 911 Chestnut Street, Post Office Box 1368, Clearwater, Florida 33617-1368, and the name of the initial registered agent of this corporation at that address is Michael T. Cronin.

EFFECTIVE DATE
4-1-95

ARTICLE VI - Incorporator

The name and address of the person signing these Articles is:

Name

Address

Michael T. Cronin

911 Chestnut Street
Post Office Box 1368
Clearwater, FL 34617-1368


ARTICLE VII - Indemnification

The corporation shall indemnify any officer or director, or any former officer or director to the full extent permitted by law.

ARTICLE VIII - Amendment

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 29th day of March, 1995.

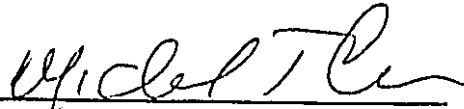

Michael T. Cronin, Incorporator

**CERTIFICATE DESIGNATING REGISTERED AGENT
AND STREET ADDRESS FOR SERVICE OF PROCESS
WITHIN FLORIDA**

Pursuant to Fla. Stat. §48.091, GLOBE TROTTER TRAVEL, INC., desiring to organize under the laws of the State of Florida, hereby designates Michael T. Cronin, located at 911 Chestnut Street, Post Office Box 1368, Clearwater, Florida 34617-1368, as its registered agent to accept service of process within the State of Florida.

ACCEPTANCE OF DESIGNATION

The undersigned hereby accepts the above designation as registered agent to accept service of process for the above-named corporation, at the place designated above, and agrees to comply with the provisions of Fla. Stat. §48.091(2) relative to maintaining an office for the service of process.


Michael T. Cronin