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WALLACE F. STALNAKER, JR.
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*ALSO MEMBER OF F.C. BAR

May 10, 1995

SOUTH ORLANDO OFFICE:

7000 RAND LAKE ROAD

SUITE 800

ORLANDO, FLORIDA 32819

(407) 880-0440

State of Florida
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

100001486451
-05/12/95--01111--020
***122.50 ***122.50

Re: Articles of Incorporation
ALL AMERICAN TOURS AND TRAVEL, INC.


Dear Sir/Madam:

Enclosed please find the original and one copy of Articles
of Incorporation for:

ALL AMERICAN TOURS AND TRAVEL, INC.

We also enclose our check in the amount of \$122.50 to cover
the filing fee and cost to forward a certified copy of the
Articles to my office.

Sincerely,


WALLACE F. STALNAKER

WFS/pjn

Enclosures

CC: All American Tours and Travel, Inc.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

95 MAY 12 PM 1:55

FILED


5/15/95

FILED

95 MAY 12 PM 1:56

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
ALL AMERICAN TOURS AND TRAVEL, INC.

ARTICLE I - NAME

The name of the corporation is ALL AMERICAN TOURS AND TRAVEL, INC.

ARTICLE II - ADDRESS

The address of the principal office of the corporation is 383 West Alfred Street, Fort Smith Professional Center, Tavares, Florida 32778 and the mailing address of the corporation is the same.

ARTICLE III - DURATION

This corporation shall have perpetual existence commencing on the date of filing of these Articles or until such time as it shall be dissolved by law.

ARTICLE IV - PURPOSE

This corporation is organized for the purpose of transacting any and all business not unlawful under the laws of the State of Florida or the United States.

ARTICLE V - CAPITAL STOCK

This corporation is authorized to issue one hundred (100) shares of One Dollar (\$1.00) par value common stock, which shall be designated "common shares". Any and all such "common shares" shall be one class only.

ARTICLE VI - PRE-EMPTIVE RIGHTS

Every shareholder upon the sale for cash for any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof at the price at which it is offered to others.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have ONE director initially. The number of directors may be either increased or diminished from time to time by by-laws adopted by the shareholders, but shall never be less than the minimum number of directors required by law. The name and address of the initial directors of this corporation are:

ROBERT W. GRAVES
President/Secretary/Treasurer
383 West Alfred Street
Fort Smith Professional Center
Tavares, Florida 32778

ARTICLE VIII - INCORPORATORS

The name and address of the person signing these Articles is: ROBERT W. GRAVES, 383 West Alfred Street, Fort Smith Professional Center, Tavares, Florida 32778.

ARTICLE IX - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is: 383 West Alfred Street, Fort Smith Professional Center, Tavares, Florida 32778 and the initial Resident Agent of this corporation is ROBERT W. GRAVES.

ARTICLE X - BY-LAWS

The power to adopt, alter, amend or repeal by-laws shall be by majority vote of the Board of Directors or by majority vote of the shareholders, provided, however, that the Board of Directors shall not have the power to adopt, alter, amend or repeal by-laws if such action would be inconsistent with any by-laws adopted by the shareholders.

ARTICLE XI - 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 subscriber has executed these Articles of Incorporation this 10th day of May, 1995.


ROBERT W. GRAVES

ACCEPTANCE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

I, the undersigned person, having been named as registered agent and to accept service of process for the above-stated corporation at the place designated in this statement, 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.


ROBERT W. GRAVES

Date: May 10th, 1995

STATE OF FLORIDA)
COUNTY OF SEMINOLE)

The foregoing instrument was acknowledged before me by ROBERT W. GRAVES who is ~~personally known to me or who has produced~~ as identification and who did acknowledge that he is the person who executed the foregoing Articles of Incorporation and he acknowledged that he did accept the duties of resident agent for the foregoing corporation as indicated in Article IX of the Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my seal in the State and County aforesaid, this 10th day of May, 1995.


NOTARY PUBLIC
My Commission Expires:



PEGGY J. NESTOR
My Commission CG402070
Expires Aug. 22, 1995
Bonded by HAI
800-422-1865

FILED
95 MAY 12 PM 1:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA