

SMITH & PIROLOZZI

CERTIFIED PUBLIC ACCOUNTANTS

Professional Association

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Members: American Institute
and Florida Institute of CPAs

May 19, 1995

Corporate Records Bureau
Division of Corporations
Department of State
P.O. Box 6327
Tallahassee, FL 32314

Re: PROMOTIONAL TRAVEL ON THE BAY II, INC.

Gentlemen:

Enclosed are two original Articles of Incorporation for the above named corporation.

Also enclosed is a check, in the amount of \$122.50, representing the filing fee, certified copy and registered agent fee made payable to Secretary of State.

Please file the original of the enclosed Articles of Incorporation and return a certified copy to our office.

Sincerely,

SMITH & PIROLOZZI, CPA'S P.A.,

BY: 

J. Michael Smith, C.P.A.

ssh
enclosure

cc: Franklin S. Burkett
12926 North Dale Mabry Hwy.
Tampa, Florida 33618

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-05/23/95 --01040 --014
****122.50 ****122.50

: D. BROWN MAY 26 1995

ARTICLES OF INCORPORATION
OF
PROMOTIONAL TRAVEL ON THE BAY II, INC.

FILED
MAY 22 PM 3:51
TALLAHASSEE, FLORIDA

ARTICLE I - Name

The name of this corporation is Promotional Travel On The Bay II, Inc.

ARTICLE II - Purpose

1. This corporation is organized for the purpose of transacting any and/or all lawful business including, but not limited to, conducting the specific business to engage in each and every phase and/or aspect of conducting the business of retail and wholesale vacation travel, vacation promotion and tours and other related activities within or without the State of Florida.

2. To act on its own behalf in all legal or equitable proceedings or suits.

3. To acquire, hold, use, deal in, encumber, dispose of property, real or personal, and any interest therein.

4. To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness, and execute such mortgages, transfers of corporate property, or other instruments to secure the payment of corporate indebtedness as required.

5. To purchase the corporate assets of any other corporation and engage in the same or other character of business.

6. To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities, or other evidences of indebtedness created by any other corporation of the State of Florida or any other state or government, and while owner of such stock to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

7. To enter into, make, perform, and carry out contracts and agreements of every kind, for any lawful purposes, with limit as to amount, with any person, firm, association, or corporation; and to transact any further and other business necessarily connected with the purposes of this corporation, or calculated to facilitate the same.

8. To carry on any or all of its operations and businesses and to promote its objects within the State of Florida or elsewhere, without restriction as to place or amount; and to have, use, exercise and enjoy all the general powers of like corporations.

9. To do any or all of the things herein set forth to the same extent as natural persons might or could do, in any part of the world as principals, agents, contractors, or otherwise, alone, or any company with others, and to do and perform all such other things and acts as may be necessary, profitable, or expedient in carrying on any of the business or acts above named.

10. The intention is that none of the objects and powers as hereinabove set forth, except where otherwise specified in this Article, shall be in any way limited or restricted by reference to or inference from the terms of any other Articles; but that the objects and powers specified in each of the clauses in the Article shall be regarded as independent objects and powers.

ARTICLE III - PRINCIPAL OFFICE

The principal office of the corporation shall be 12926 North Dale Mabry Highway, Tampa, Florida 33618.

ARTICLE IV - Capital Stock

The maximum number of shares of stock that this corporation is authorized to have outstanding any time shall consist of 1000 shares of common stock having a par value of \$1.00 per share.

ARTICLE V - Initial Registered Office and Agent

The name of the original registered agent and the street address of the initial registered office of this corporation is:

Franklin S. Burkett
12926 North Dale Mabry Highway
Tampa, Florida 33618

ARTICLE VI - Initial Board of Directors

This corporation shall have One (1) Directors initially. The number of Directors may be either increased or diminished from time to time by the bylaws but shall never be less than one. The name and address of the initial Directors of this corporation are:

Franklin S. Burkett 12926 N. Dale Mabry Highway
Tampa, Florida 33618

ARTICLE VII - Incorporator

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

Franklin S. Burkett
12926 North Dale Mabry Highway
Tampa, Florida 33618


ARTICLE VIII - Duration

This corporation shall have perpetual existence.

ARTICLE IX - Bylaws

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and the shareholders.

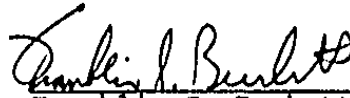
IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 18th day of MAY, 1995.



Franklin S. Burkett
Subscriber

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for the above stated corporation, at the place designated in Article IV, I hereby agree to act in this capacity and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.



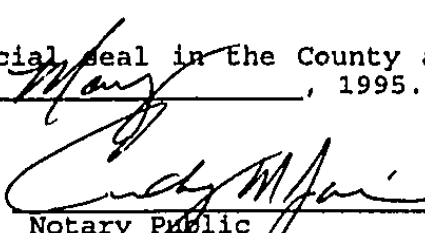
Franklin S. Burkett

Date: 5/18/95, 1995.

STATE OF FLORIDA :
: SS.
COUNTY OF HILLSBOROUGH :

BEFORE ME personally appeared **Franklin S. Burkett**, to me well known and known to me to be the individual described in and who executed the foregoing Articles of Incorporation, and who acknowledged before me that he executed the same for the purposes therein expressed.

WITNESS my hand and official seal in the County and State named above this 18th day of May, 1995.


Notary Public

My Commission Expires: 3/16/97



CINDY M. JONES
My Commission CC267402
Expires Mar. 16, 1997
Agent's Notary Brochure
800-692-5878