

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904) 24 8870
 Mailing Address: Post Office Box 10349, Tallahassee, FL 32302
 TOLL FREE No. 1 800 342 8062
 FAX (904) 242-1222

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 \$ _____

DMC
7/5/95

REQUEST	TAKEN	CONFIRMED	APPROVED
DATE _____	_____	_____	_____
TIME _____	_____	CK No. _____	_____
BY <i>AAK</i>	_____	_____	_____

WALK-IN Will Pick Up *7-5 1100*

P95000051937

RE: C.E. Sterling

95 JUL -5 AM 9 09

	C.C. FEE.	DISBURSED
<input checked="" type="checkbox"/> Capital Express		
<input checked="" type="checkbox"/> Art. of Inc. File		
<input type="checkbox"/> Corp. Record Search		
<input type="checkbox"/> Ltd. Partnership File		
<input checked="" type="checkbox"/> Foreign Corp. File		
<input type="checkbox"/> () Cert. Copy(s)		
<input type="checkbox"/> Art. of Amend. File		
<input type="checkbox"/> Dissolution/Withdrawal		
<input type="checkbox"/> C U B-		
<input type="checkbox"/> Fictitious Name File		
<input type="checkbox"/> Name Reservation		
<input type="checkbox"/> Annual Report/Reinstatement		
<input type="checkbox"/> Reg. Agent Service		
<input type="checkbox"/> Document Filing		
<input type="checkbox"/> Corporate Kit		
<input type="checkbox"/> Vehicle Search		
<input type="checkbox"/> Driving Record		
<input type="checkbox"/> Document Retrieval		
<input type="checkbox"/> UCC 1 or 3 File		
<input type="checkbox"/> UCC 11 Search		
<input type="checkbox"/> UCC 11 Retrieval		
<input type="checkbox"/> File No.'s. _____ Copies		
<input type="checkbox"/> Courier Service		
<input type="checkbox"/> Shipping/Handling		
<input type="checkbox"/> Phone () _____		
<input type="checkbox"/> Top Priority		
<input type="checkbox"/> Express Mail Prop.		
<input type="checkbox"/> 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, 18% per Annum.

THANK YOU
 from
 Your Capital Connection

FILED

95 JUL -5 PM 2:24

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

FOR

C.E.C. STERLING CORP.

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I

NAME AND ADDRESS

The name of the corporation shall be:

C.E.C. STERLING CORP.

The address of the principal office of this corporation shall be:

2200 NW Boca Raton Blvd. #220

Boca Raton, FL 33431

ARTICLE II

PURPOSE AND POWERS

This corporation may engage or transact any or all lawful activities or business permitted under the laws of the United States, the state of Florida or any other state, county, territory or nation.

ARTICLE III

CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock, \$.01 par value per share.

ARTICLE IV

INITIAL BOARD OF DIRECTORS

The corporation shall have one director initially. The number of directors may be either increased or diminished from time to time as provided in the bylaws but shall never be less than one. The name of the initial director of this corporation is:

LAURIE DOLL-GLADSTONE

ARTICLE V

REGISTERED AGENT

The name and street address of the initial registered agent of the corporation shall be:

JEFFREY G. KLEIN

SUITE 270

2600 NORTH MILITARY TRAIL

BOCA RATON, FLORIDA 33431

ARTICLE VI

TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VII

INCORPORATOR

The name and address of the incorporator to these Articles of Incorporation is:

**JEFFREY G. KLEIN, ESQUIRE
SUITE 270
2600 NORTH MILITARY TRAIL
BOCA RATON, FLORIDA 33431**

IN WITNESS WHEREOF, I have made and subscribed these
Articles of Incorporation this 2nd day of June, 1995


JEFFREY G. KLEIN, INCORPORATOR

FILED

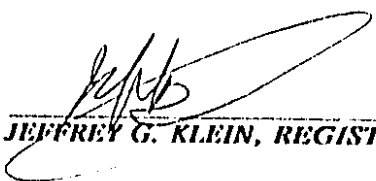
95 JUL -5 PM 2:24

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCEPTANCE OF REGISTERED AGENT DESIGNATION

IN ARTICLES OF INCORPORATION

JEFFREY G. KLEIN, having been designated as the Registered Agent in the above ARTICLES OF INCORPORATION, is familiar with and accepts the obligations of the position of Registered agent under Section 607.0505, Florida Statutes.



JEFFREY G. KLEIN, REGISTERED AGENT

CAPITAL CONNECTION, INC.

447 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

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 \$ _____

REQUEST	TAKEN	CONFIRMED	APPROVED
DATE	6/10		
TIME	7:30		CK No.
BY	77		

WALK-IN
 Will Pick Up _____

RE: C.E.C. Sterling Corp No 52813

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
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 Past 30 Days, 18% per Annum.

THANK YOU
 from
 Your Capital Connection

RECEIVED
 95 JUN 10 AM 9:47
 TALLAHASSEE FLORIDA

6/11 [Signature]
 [Signature]



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

June 10, 1996

CAPITAL CONNECTION

TALLAHASSEE, FL

SUBJECT: C.E.C. STERLING CORP.
Ref. Number: P95000051937

We have received your document for C.E.C. STERLING CORP. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain the date of adoption by the shareholders.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6957.

Joy Moon-French
Corporate Specialist

Letter Number: 496A00028751

RECEIVED
96 JUN 10 PM 3:29
DIVISION OF CORPORATIONS
CORRECTION
W. Moon-French

CERTIFICATE OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
C.E.C. STERLING CORP.

96 JUN 10 PM 3:22
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The Undersigned, being the President and Secretary respectively of, C.E.C. STERLING CORP. (the "Company") hereby certifies that:

FIRST: The number of authorized shares and the par value of the shares of the Company's common stock which it is hereby authorized to issue shall be 500,000 shares of common stock, \$.001 par value.

SECOND: The name of the corporation is hereby changed to STERLING TRAVEL CORP.

THIRD: The foregoing amendment was authorized and adopted by resolution of the Board of Directors and approved by a majority of the shareholders owning a majority of the issued and outstanding shares of stock of the Company pursuant to a written consent of the shareholders in lieu of a meeting. The number of votes cast by the shareholders was sufficient for approval.

THIRD: The effective date of this Certificate of Amendment to the Articles of Incorporation shall be effective upon filing with the Secretary of State.

IN WITNESS WHEREOF the undersigned have submitted these Certificate of Amendment to the Articles of Incorporation and affirm the same as true under penalties of perjury this 10 day of June, 1996. The date of adoption by the shareholders was 6.7.96.

Lauri Doll - Gladstone
LAURI DOLL-GLADSTONE, president/secretary