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July 18, 1995

STATE OF FLORIDA
Division of Corporations
Attn: New Filings
P.O. Box 6327
Tallahassee, FL 32314

Re: FLIGHTS TO SITES, INC.
Our File No. 95-M-66

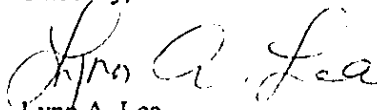
Dear Corporation Specialist:

Enclosed please find the original plus one copy of the Articles of Incorporation for filing with the State of Florida, in regards to the above referenced new corporation.

Please find our check payable to the Secretary of State in the amount of \$122.50 for the filing fee.

Thank you for your assistance in this matter

Sincerely,


Lynn A. Lea
Legal Assistant to Robert K. Miller

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/lal
Enclosures

7/19/95


ARTICLES OF INCORPORATION

OF

FLIGHTS TO SITES, INC.

The undersigned, acting as Incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation.

ARTICLE I NAME.

The name of this corporation is FLIGHTS TO SITES, INC.

ARTICLE II PURPOSE.

This corporation is organized for the purposes of conducting any and all lawful business enterprises permitted under the laws of the State of Florida.

ARTICLE III CAPITAL STOCK.

This corporation is authorized to issue one hundred (100) shares of stock having no par value.

ARTICLE IV INITIAL REGISTERED OFFICE AND AGENT.

The street address of the initial registered office of this corporation is:

2975 Overseas Highway
Marathon, Florida 33050

and the name of the initial registered agent of this corporation at that address is:

Robert K. Miller

ARTICLE V BOARD OF DIRECTORS.

This corporation shall have three (3) directors initially. The number of directors may be increased from time to time by the bylaws. The name and address of the initial directors are:

Mark A. Bostwick
390 East Seaview Dr.
Marathon, FL 33050

Gary E. Karp
11672 Old Stage Rd
Petersburg, VA

John L. Christensen
711 Holly St.
North Lauderdale, FL

ARTICLE VI INCORPORATORS.

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

Mark A. Bostwick
390 East Seaview Dr.
Marathon, FL 33050

ARTICLE VII CORPORATE OFFICE.

The corporate office of the corporation shall initially be located at:

525 Flagler Drive
Suite 401
West Palm Beach, FL 33401

ARTICLE VIII INDEMNIFICATION.

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

ARTICLE IX AMENDMENT.

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendments hereto.

IN WITNESS WHEREOF, the undersigned Incorporators have executed these Articles of Incorporation this 7th day of July, 1995.


MARK A. BOSTWICK, INCORPORATOR

STATE OF FLORIDA)

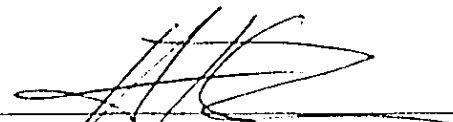
ss:

COUNTY OF MONROE)

ACKNOWLEDGMENT

The foregoing instrument was acknowledged before me this 7th day of July 1995 by Mark A. Bostwick, who is personally known to me X or who has produced _____ as identification.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my Official Seal in the State and County aforesaid this 7th day of July 1995.


NOTARY PUBLIC, State of Florida

My commission expires:

NOTARY PUBLIC STATE OF FLORIDA
MY COMMISSION PER. EXPI. 21, 1995
BONDED THIRD GENERAL INS. UND. /

CERTIFICATE

Designating place of business or domicile for the service of process within Florida, naming agent upon whom process may be served, in compliance with Section 48.091, Florida Statutes, the following is submitted:

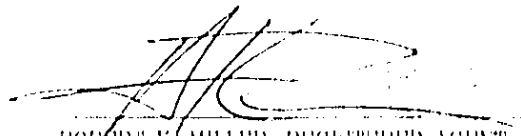
FIRST: THAT FLIGHTS TO SITES, INC. desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at Marathon, County of Monroe,

State of Florida, has named Robert K. Miller, located at 2975 Overseas Highway, Marathon, Florida 33050, State of Florida, as its agent to accept service of process within the State of Florida.



MARK A. BOSTWICK, INCORPORATOR

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, 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.



ROBERT K. MILLER, REGISTERED AGENT
Dated: July 7, 1995