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ERIC D. STRUBLE

464 SUN LAKE CIRCLE, SUITE 106 LAKE MARY, FLORIDA 32746

TELEPHONE (407) 323-0386 FACSIMILE (407) 423-2016

July 10, 1995

Secretary of State State of Florida Division of Corporations Post Office Box 6327 Tallahassee, Florida 32314

Re: Adventures in Florida Custom Tours and Day Trips, Inc.

Dear Sir/Madame:

Enclosed herewith please find original and one copy of Articles of Incorporation for the above-referenced corporation. Also enclosed is our check in the amount of \$122.50, representing the following:

1.	Filing Fee	\$ 35.00
2.	Designation of Registered Agent	35.00
3.	Certified Copy of Articles	
		<u>_52,50</u>
		\$122.50

Please return the certified copy to my attention.

Very truly yours,

Eric D. Struble

EDS/bam Enclosures 100001563221 -08/17/95--01036--007 +***122.50 ****122.50

ARTICLES OF INCORPORATION

OF

ADVENTURES IN FLORIDA CUSTOM TOURS AND DAY TRIPS

ARTICLE 1

The name of this Corporation is ADVENTURES IN FLORIDA CUSTOM TOURS AND DAY TRIPS, INC.

ARTICLE II

The Corporation may engage in any and all lawful businesses for which corporations may be incorporated under Chapter 607, Florida Statutes. While pursuing its purposes, the Corporation may exercise the powers granted now or in the future by Chapter 607, Florida Statutes, and by common law.

ARTICLE_III

The aggregate number of shares which the Corporation shall have the authority to issue shall be 1,000 shares of common stock. Each of such shares shall have a par value of \$1.00 per share.

ARTICLE IV

The street address of the place of business of the Corporation is Lake Center, Suite 110 1250 S. Hwy. 17-92, Longwood, Florida 32750. The address of the initial registered office maintained pursuant to Section 607.0501 F.S. is Lake Center, Suite 110 1250 S. Hwy. 17-92, Longwood, Florida 32750, and the name of the Corporation's initial registered agent to receive service of process is MICHAEL KELLEY.

ARTICLE Y

The number of Directors constituting the initial Board of Directors is one. The number of Directors may be changed by Resolution of the Directors as provided in the Bylaws. The name and address of the Director is:

Name

Address

Michael Kelley

Lake Center, Suite 110 1250 S. Hwy. 17-92 Longwood, Florida 32750

ARTICLE VI

The name and address of the subscriber is Michael Kelley, Lake Center, Suite 110, 1250 S. Hwy. 17-92, Longwood, Florida 32750.

ARTICLE VII

It is the intention of the Corporation to indemnify its officers, directors, employees, and agents to the extent permitted by Section 607.0850, Florida Statutes.

ARTICLE VIII

The Corporation, its shareholders, or any combination of the Corporation and its shareholders, may enter into agreements limiting or restricting free transfer of shares of its capital stock. Any such agreements will be valid and enforceable among the parties to such agreements, and when the existence of such agreement is noted on the face or on the back of certificates representing any such shares, such agreement will be binding and enforceable upon any transferee or successor of any party to such agreement.

DATED :	_, 1995.
	Michael Kelley
STATE OF FLORIDA COUNTY OF	
AND DAY TRIPS, INC., a Florid	vas acknowledged before me on
(type	of identification) as identification.
	Name:
(AFFIX NOTARY SEAL)	Notary Public - State of Florida
	My Commission Expires:

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING THE AGENT UPON WHOM PROCESS MAY BE SERVED

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

That ADVENTURES IN FLORIDA CUSTOM TOURS AND DAY TRIPS, INC., desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation at Lake Center, Suite 110 1250 S. Hwy. 17-92, Longwood, Florida 32750, Orange County, State of Florida, has named MICHAEL KELLEY as its agent to accept service of process within the State.

<u>ACKNOWLEDGMENT</u>

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 agree to comply with the provisions of said Act relative to keeping open said office.

Michael Kelley (Registered Agent)

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OFFICE USE ONLY

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ARTICLES OF AMENDMENT TO TO ARTICLES OF INCORPORATION OF ADVENTURES IN FLORIDA CUSTOM TOURS AND DAY TRIPS, INC.

Pursuant to the provisions of section 607.1006, Florida Statutes, this corporation adopts the following articles of amendment to its articles of incorporation.

FIRST: Article III is hereby amended as follows

The aggregate number of shares which the Corporation shall have the authority to issue shall be 300,000 shares of common stock. Each of such shares shall have a par value of \$1.00 per share.

SECOND: Since no shares of stock have yet been issued, no exchange, reclassification or cancellation is necessary. However, new stock certificates will be printed which will show the new authorized number of shares, as adopted by this amendment.

THIRD: The date of this amendment's adoption was October 11, 1995.

FOURTH: The amendment was adopted by the Board of Directors without shareholder action and shareholder action was not required.

Signed this day /3 m of December, 1995.

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