

1201 HAYS STREET

800-342-8086



ACCOUNT NO. : 072100000032

REFERENCE : 681863

AUTHORIZATION : *Patricia*

COST LIMIT : \$ 70.00

ORDER DATE : September 13, 1995

ORDER TIME : 8:54 AM

300001584793

ORDER NO. : 681863

CUSTOMER NO: 8647A

CUSTOMER: Patty Aleina, Legal Assistant
PAUL W. HITCHENS, ESQ

6464 First Avenue North

St. Petersburg, FL 33710

DOMESTIC FILING

NAME: *Topa*
CEDARS TRAVEL, INC.

XXX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XXX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Danny G. Smith

EXAMINER'S INITIALS:

T. BROWN SEP 15 1995

FILED
95 SEP 15 PM 3:33
CLERK OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

September 15, 1995

CSC NETWORKS
1201 HAYS STREET
TALLAHASSEE, FL 32301

SUBJECT: CEDARS TRAVEL, INC.
Ref. Number: W95000018566

We have received your document for CEDARS TRAVEL, INC. and the authorization to debit your account in the amount of \$70.00. However, the document has not been filed and is being returned for the following:

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

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) 487-6932.

Teresa Brown
Corporate Specialist

Letter Number: 595A00042482

ARTICLES OF INCORPORATION
OF
TOPA TRAVEL, INC.

FILED
95 SEP 15 PM 3:33
SECRET
TALLAHASSEE, FLORIDA

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

ARTICLE I. NAME

The name of the corporation shall be:

TOPA TRAVEL, INC.

The address of the principal office of this corporation shall be 2454 McMullen Booth Road, Clearwater, Florida 34619, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, 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 having \$1.00 par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 1201 Hays Street, Tallahassee, Florida 32301, and the name of the initial registered agent of the corporation at that address is Corporation Service Company.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. SPECIAL PROVISION

It is the intent of the Incorporator that the corporation will qualify under section 1244 of the Internal Revenue Code and shall take all actions necessary to obtain and maintain its status as an S corporation.

ARTICLE VII. PREEMPTIVE RIGHTS

The corporation elects to have preemptive rights.

ARTICLE VIII. INCORPORATOR

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

Corporation Service Company
1201 Hays Street
Tallahassee, Florida 32301

IN WITNESS WHEREOF, the undersigned agent of
Corporation Service Company, has hereunto set their hand
and seal of Corporation Service Company on September 14, 1995.

CORPORATION SERVICE COMPANY

By: 

Its Agent, Karen B. Rozar

ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION

Corporation Service Company, a Delaware
corporation authorized to transact business in this
State, having a business office identical with the
registered office of the corporation named above, and
having been designated as the Registered Agent in the
above and foregoing Articles, is familiar with and
accepts the obligations of the position of Registered
Agent under Section 607.0505, Florida Statutes.

CORPORATION SERVICE COMPANY

By: 

Its Agent, Karen B. Rozar

CLD/dgs

PAUL W. HITCHENS, P.A.
ATTORNEY AT LAW
6464 FIRST AVENUE NORTH
ST. PETERSBURG, FLORIDA 33710

PERSONAL INJURY
& WRONGFUL DEATH
TRIAL PRACTICE
GENERAL PRACTICE

TELEPHONE: (813) 345-3788
FAX: (813) 347-7115
Paul W. Hitchens
Frank E. DiGirola
Robert "Bo" Michael

P95000071546

October 20, 1995

900001618839
-10/24/95--01074--016
*****35.00 *****35.00

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

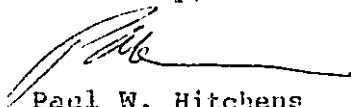
In re: TOPA TRAVEL, INC.

Dear Sir or Madame:

Enclosed is a Statement of Change of Registered Office and Registered Agent with regard to the above-captioned corporation. Also enclosed is my check in the amount of \$35.00 to cover the costs of filing.

Thank you.

Sincerely,


Paul W. Hitchens
PWH/pwa
Encls.

cc: Cindy Hicks, Corporation Information Services, Inc.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 OCT 23 PM 12:56

TLL OCT 25 1995

Charter No. 195000071546

Date Filed 1/15/95

**STATEMENT OF CHANGE OF REGISTERED OFFICE
AND REGISTERED AGENT**

Pursuant to the provisions of Sections 607.0501 and 607.0502, or 607.1508, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement for the purpose of changing its registered office and registered agent in the State of Florida.

1. The name of the corporation is: TOPA TRAVEL, INC.

2. The name and address of its present registered agent is:

CORPORATION INFORMATION SERVICES, INC.
1201 Hays Street
Tallahassee, Florida 32301

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 OCT 23 PM 12:56

3. The name and street address to which its registered agent is to be changed is:
(P.O. BOX NOT ACCEPTABLE)

Anthony Odierno

2454 McMullen Booth Road, Suite 310

Clearwater, FL

4. The street address of its registered office and the street address of the business office of its registered agent, as changed, are identical.

5. Such change was authorized by resolution duly adopted by its board of directors or by an officer of the corporation so authorized by the board of directors.

Anthony Odierno, President

(Typed or printed name and title)

Signature

(President or Vice President)

Date October 19, 1995

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I 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 RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATION OF MY POSITION AS REGISTERED AGENT UNDER SECTION 607.0505, FLORIDA STATUTES.

Please Print/Type Name Anthony Odierno

Signature

(Agent)

Date October 19, 1995