

P960000027980

Transmittal Letter

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

SUBJECT: Royal Tern Travel, Inc.

Enclosed is an original and one (1) copy of the articles of incorporation
and a check for:

\$131.25

7700001756287
-03/25/96--01079--016
***131.25 ***131.25

The check represents payment for the cost of filing fees, a certified copy
of Articles of Incorporation and Certificate and Fee for Registered Agent
Designation for the above named corporation.

From:

Douglas Wayne Canete
Roslyn Mae Layton
7140 N. Brentwood Rd.
Fort Myers, FL 33919
(813) 433-6872

FILED
96 MAR 25 PM 4:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AL APR - 1 1995

ARTICLES OF INCORPORATION

FOR

ROYAL TERN TRAVEL, INC.

FILED
96 MAR 25 PM 4:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporators, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt the following Articles of Incorporation.

ARTICLE 1 - CORPORATE NAME

The name of the corporation shall be:

Royal Tern Travel, Inc.

ARTICLE II - PURPOSE

To engage in the activities pertaining to the sale of tours and tour packages to U.S. and foreign travelers, and the doing of any other business and contracting work incidental to or connected with such work.

The forgoing purposes and activities will be interpreted as examples only and not as limitations, and nothing therein shall be deemed as prohibiting the corporation from extending its activities to any related or otherwise permissible lawful business purposes which may become necessary, profitable or desirable for the furtherance of the corporate objectives.

ARTICLE III- PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

7140 N. Brentwood
Fort Myers, FL 33919

ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue FIFTY-ONE shares (51) of ONE Dollars (\$1.00) par value Common Stock which shall be designated "Common Shares".

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The name and address of the Initial Registered Agent of this Corporation is:

Douglas Wayne Canete
7140 N Brentwood Rd.
Fort Myers, FL 33919

The Corporation's principal office and mailing address is:

Royal Tern Travel, Inc.
7140 N. Brentwood Rd.
Fort Myers, FL 33919

ARTICLE VI- INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) directors initially. The number of directors may be either increased or diminished from time to time by the Corporation's By-Laws, but shall never be less than one (1). The names and addresses of the initial directors of the corporation are as follows:

Douglas Wayne Canete
7140 N. Brentwood Rd.
Fort Myers, FL 33919

Roslyn Mae Layton
7140 N. Brentwood Rd.
Fort Myers, FL 33919

ARTICLE VII- INCORPORATORS

The names and addresses of the persons signing these Articles of Incorporation are as follows:

Douglas Wayne Canete
7140 N. Brentwood Rd.
Fort Myers, FL 33919

Roslyn Mae Layton
7140 N. Brentwood Rd.
Fort Myers, FL 33919

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation this 22 day of March 19 96.

Roslyn Mae Layton (Seal)

[Signature] (Seal)

STATE OF FLORIDA)
COUNTY OF Lee) SS

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared

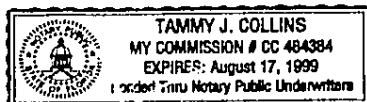
Douglas Wayne Canete

Roslyn Mae Layton

known to me and known to be the persons who executed the foregoing Articles of Incorporation, and who acknowledged before me that they executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto affixed my hand and seal, in the State and County aforesaid, this 22nd day of March 19 96.

(Notary Seal)



Tammy J. Collins
(Notary Public, State of Florida at large)
my commission expires: August 17, 1999

CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 OR 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: Royal Tern Travel, Inc.
2. The name and address of the registered agent and office is:

Douglas Wayne Canete

7140 N. Brentwood Rd.
Fort Myers, FL 33919

FILED
95 MAR 25 PM 4:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


(Signature)

3/22/96
(Date)