

P96000030768

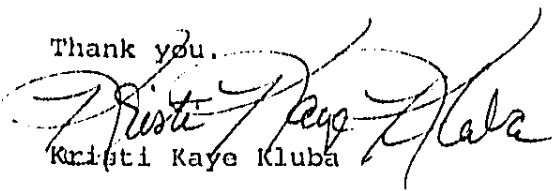
March 22, 1996

Florida Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee FL 32314  
Attention: New Filing Section

RE: Articles of Incorporation - By The Book, Inc. DBA Guardian  
Travel

Please file these articles of incorporation and send certified  
copy and/or any correspondence to 445-26 State Road 13 Suite 447  
Jacksonville, FL 32259

Thank you.

  
Kristi Kaye Kluba

RECEIVED  
MAR 25 1996  
FBI - TAMPA  
FBI - TAMPA

789,524,502  
V96-6821

66 APR -9 AM 11:40  
FBI - TAMPA

63 4/9/96



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham  
Secretary of State

96 APR -9 AM 11:40

March 29, 1996

KRISTI KAYE KLUBA  
445-26 STATE ROAD 13 SUITE 447  
JACKSONVILLE, FL 32259

SUBJECT: BY THE BOOK, INC. DBA GUARDIAN TRAVEL  
Ref. Number: W96000006821

We have received your document for BY THE BOOK, INC. DBA GUARDIAN TRAVEL and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

THE ARTICLES OF INCORPORATION CANNOT BE FILED WITH THE D/B/A/ CONTAINED IN THEM. A FICTITIOUS NAME APPLICATION WILL HAVE TO BE FILED FOR GUARDIAN TRAVEL.

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) 487-6931.

Garrett Blanton  
Document Specialist

Letter Number: 996A00014462

ARTICLES OF INCORPORATION  
OF

By The Book of Jacksonville, Inc.  
a Florida Corporation

96 APR -9 AM 11:40

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  
CORPORATE NAME AND PRINCIPAL OFFICE

The name and principal office of this Corporation shall be:  
By The Book of Jacksonville, Inc.  
445-26 State Road 13 Suite 447  
Jacksonville, FL 32259

ARTICLE II  
NATURE OF CORPORATE BUSINESS

The Corporation may engage in or transact any or all activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE III  
CAPITAL STOCK

The Corporation is authorized to issue and have outstanding at any one time a total of Five Hundred (500) shares of Common Stock having a par value of One Dollar (\$1.00) per share. The consideration to be paid for each share of stock shall be fixed by the Board of Directors.

ARTICLE IV  
PREEMPTIVE RIGHTS

All shareholders of the Corporation shall be vested with full preemptive rights.

ARTICLE V  
EXISTENCE

The Corporation shall have a perpetual existence, unless sooner dissolved according to law.

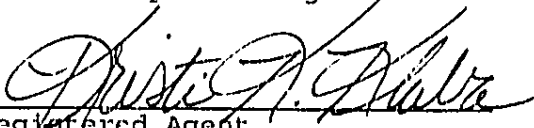
ARTICLE VI  
INITIAL REGISTERED AGENT AND INITIAL REGISTERED OFFICE

The Corporation's Initial Registered Agent and Registered Office in the State of Florida are:

INITIAL REGISTERED AGENT: Kristi Kaye Kluba  
INITIAL REGISTERED OFFICE: 445-26 State Road 13 Suite 447  
Jacksonville FL 32259

ACKNOWLEDGEMENT AND CONSENT OF REGISTERED AGENT

Having been named Initial Registered Agent to accept service of process on the Corporation at the Initial Registered Office designated in these Articles of Incorporation, I hereby accept such status and consent to act in this capacity and agree to comply with all the requirements of law pertaining thereto.

  
Registered Agent

ARTICLE VII  
INITIAL DIRECTORS

The number of Directors constituting the Initial Board of Directors of the Corporation is one (1). The number of directors may be increased or decreased from time to time, by the By-Laws adopted by the shareholders, but shall never be less than one (1) nor more than seven (7).

ARTICLE VIII  
INITIAL DIRECTORS

The name and address of the member of the initial Board of Directors is:

Kristi Kaye Kluba  
445-26 State Road 13 Suite 447  
Jacksonville FL 32259

ARTICLE IX  
CUMULATIVE VOTING FOR DIRECTORS

At all elections of the directors of this corporation, each shareholder shall be entitled to as many votes as shall equal the number of votes which (except for these provisions as to cumulative voting) he would be entitled to cast for the election of directors with respect to his shares of stock multiplied by the number of directors to be elected, and he may cast all such votes for a singular director, or may distribute them among the

number to be voted for, or any two or more of them, as he may see fit.

ARTICLE X  
INCORPORATOR

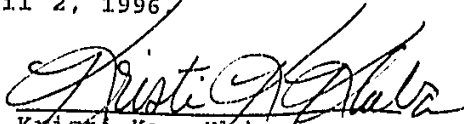
The name and address of the Incorporator executing these Articles of Incorporation is:

Kristi Kaye Kluba  
445-26 State Road 13 Suite 447  
Jacksonville FL 32259

ARTICLE XI

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, I, the Incorporator, have executed these Articles of Incorporation this April 2, 1996.

  
Kristi Kaye Kluba

STATE OF FLORIDA     )  
                              ) ss:  
COUNTY OF DUVAL     )

BEFORE ME, the undersigned authority, an officer duly qualified to administer oaths and take acknowledgements in the State and County aforesaid, personally appeared Philip White, to me known to be the Incorporator described in and who executed the foregoing Articles of Incorporation, and he duly acknowledged to me that he executed the same for the purposes therein expressed.

WITNESS my hand and official seal in Duval County, Florida this April 2, 1996

  
Notary Public State of Florida  
at Large



PAMELA M. CHASSE  
Notary Public, State of Florida  
My Comm. Exp. Aug. 8, 1997  
Comm. No. CC 306519

Personally  
Known