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**PAULA M. KANDEL**  
**Attorney at Law**

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VIA OVERNIGHT DELIVERY

April 10, 1996

Department of State  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, Florida 32399

700001781117  
-04/15/96--01149--007  
\*\*\*\*122.50 \*\*\*\*122.50

Re: HANDS ACROSS THE USA, INC.  
Articles of Incorporation - Filing  
Reservation No. R96000000865

Dear Clerk:

Please accept for filing the attached Articles of Incorporation, and a copy of the same, for HANDS ACROSS THE URSA, INC., a for-profit Corporation. Enclosed is my check made payable to the Department of State in the amount of \$122.50 for the filing fees and certified copy of the Articles. I have also enclosed a copy of the letter to Corporate access, Inc. for your office reserving the name, HANDS ACROSS THE USA, INC., for use by my client.

Please return the receipt of filing and certified copy of the Articles of Incorporation to me at the above listed address. Thank you for your assistance in this regard.

Sincerely,

*Paula M. Kandel*

Paula M. Kandel  
Attorney at Law

cc: Marcia Field

4-17-96

*LB*

FILED  
APR 15 AM 9:37  
TALLAHASSEE  
FLORIDA



FLORIDA DEPARTMENT OF STATE  
Sandra B. Morthum  
Secretary of State

February 19, 1996

CORPORATE ACCESS, INC.

The name HANDS ACROSS THE USA, INC. has been reserved for 120 days beginning February 19, 1996. The reservation number is R96000000865 and this reservation is **NONRENEWABLE**.

A reservation is not a grant of authority to use the name. It is only a withholding of a name from its availability for use by another. When the proposed document is submitted, the name will **AGAIN** be checked against the records of the Division and if still no conflict exists and all other requirements are fulfilled, the reserved name shall be filed as the entity name.

The Division of Corporations is a ministerial filing office and may not render any legal advice. The Division does not adjudicate the legality of any corporate name or arbitrate disputes between entities. You may wish to review other laws such as common law rights, including rights to a trade name; United States Code, Federal Trademark Act, Section 1051 (Lanham Act); Chapter 495, Florida Statutes, Registration of Trademarks and Service Marks (Florida Trademark Act); and Section 865.09, Florida Statutes (Fictitious Name Act).

If someone else submits the document for filing, it must have a copy of this letter attached.

Should you have any questions regarding this matter, please telephone (904) 488-9000, the Name Availability Section

Ruth Leonard

Letter number: 896A00007208

**ARTICLES OF INCORPORATION**  
**OF**  
**HANDS ACROSS THE USA, INC.**

FILED  
SEP 15 1963  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby associates themselves together to form a for-profit corporation under the laws of the State of Florida.

**ARTICLE 1**

Name

The name of the corporation is:

**HANDS ACROSS THE USA, INC.**

**ARTICLE II**

Nature of Business

The general nature of the business and the objectives and purposes proposed to be transacted and carried on, are to do any and all things here mentioned, as fully and to the same extent as natural person might or could do, viz:

(A) To market, develop, promote and secure travel business for hotels, attractions, cruise lines and other tourism entities in the State of Florida, the United States and other countries; to deal in any manner whatsoever and in all types and descriptions of product development and sales in this regard, and to do all things and engage in all activities necessary and proper or incidental to said development, consultation, management and marketing of said property and products.

(B) In general, to carry on any other business in connection with the foregoing, and to have and exercise all the powers conferred by the law of the State of Florida upon corporation formed under its laws, and to do any or all things hereinbefore set forth to the same extent as natural persons might or could do.

**ARTICLE III**  
**Capital Stock**

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is One Thousand (1000) shares of Common voting stock of \$1.00 par value.

The consideration to be paid for each share shall be paid in money, property, labor or services rendered or to be rendered, at a just valuation to be fixed by the subscribers or by the directors at a meeting called for such purpose.

**ARTICLE IV**  
**Initial Capital**

The amount of capital with which this corporation shall begin business is not less than FIVE HUNDRED DOLLARS (\$500.00).

**ARTICLE V**  
**Terms of Existence**

The corporation is to exist perpetually.

**ARTICLE VI**  
**Address**

The initial street address of the principal office of this corporation in the State of Florida is:

410 N. Halifax Drive, Suite C  
Daytona Beach, Florida 32118.

The Board of Directors may, from time to time, move the principal office to any other address in Florida.

**ARTICLE VII**  
**Directors**

The initial number of Directors shall be three (3) who need not be stockholders. The number of Directors may be increased or decreased from time to time in such manner as may be prescribed by the by-laws, but shall never be less than one (1).

The corporation shall indemnify and hold harmless each person who shall serve at any time hereafter as a director or officer of the corporation, and any person who serves at the request of this corporation as a director or officer of any other corporation, from and against any and all claims and liabilities to which such person shall become subject by reason of his having heretofore or hereafter been a director or officer of the corporation, or by reason of any action alleged to have been heretofore or hereafter taken or omitted by him as such director or officer, and shall reimburse each such person for all legal and other expenses reasonably incurred by him in connection with any such claim or liability provided that no person shall be indemnified against, or be reimbursed for, any expenses incurred in connection with any claim or liability as to which it shall be adjudged that such officer or director is liable for negligence or willful misconduct in the performance of his duties.

The rights accruing to any person under the foregoing provisions shall not exclude any other right to which he may be lawfully entitled, nor shall any thing herein contained restrict the right of the corporation to indemnify or reimburse such person in any proper case though not specifically herein provided for.

It is agreed between the Stockholders and Directors that the Stockholder/Director may perform services for the corporation, and to that extent there is no conflict, provided the Stockholders/Directors agree to their service.

#### **ARTICLE VIII** **Initial Directors**

The name and street addresses of the members of the first Board of Directors, who subject to the provisions of the Articles of Incorporation, the By-Laws, and the Corporation laws of the State of Florida, shall hold office for the first year of the corporation's existence, or until their successors are elected and have qualified, are:

**Name**

**Address**

Marcia Field

7 Katrinas Drive  
Ormond Beach, Florida 32174

Paula Kandel

21 River Ridge Trail

Ormond Beach, Florida 32174

Martin M. Kandel

21 River Ridge Trail  
Ormond Beach, Florida 32174

**ARTICLE IX**  
**Incorporator**

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

Name

Address

Marcia Field

7 Katrinas Drive  
Ormond Beach, Florida 32174

**ARTICLE X**  
**Amendment**

The corporation reserves the right to amend, alter, change, or repeal any provision contained in these Articles of Incorporation, in the manner provided by law; and all rights conferred upon stockholders herein are granted subject to this reservation.

**ARTICLE XI**  
**Termination**

This corporation shall only terminate by written agreement between the Stockholders, by operation of law, or by a court of competent jurisdiction.

IN WITNESS WHEREOF, the incorporator to these Article of Incorporation has hereunto set his hand and seal this 22nd day of March, 1996.

Marcia Field (Seal)

STATE OF FLORIDA )

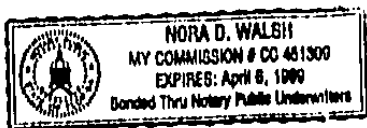
COUNTY OF Volusia ;

ss.

I HEREBY CERTIFY that on this day, before me a Notary Public duly authorized in the State and County named above, to take acknowledgements, personally appeared, MARCIA FIELD, and to me known/~~who produced as identification~~-\_\_\_\_\_

\_\_\_\_\_ to be the person described as subscriber in and who executed the foregoing Article of Incorporation, and acknowledged before me that she subscribed to these Articles of Incorporation.

Witness my hand and official seal in the County and State named above, this 22nd day of March, 1996.



Nora D. Walsh  
NOTARY PUBLIC

My Commission expires:

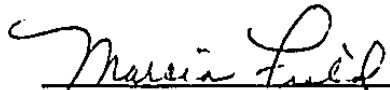
CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO SECTION 607.0501, FLORIDA STATUTES, THE FOLLOWING IS  
SUBMITTED;

FIRST - HANDS ACROSS THE USA, INC., DESIRING TO ORGANIZE UNDER  
THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF  
BUSINESS AT 410 N. Halifax Drive, Suite C, Daytona Beach, Florida  
32118 HAS DESIGNATED:

PAULA M. KANDEL, ATTORNEY AT LAW  
595 North Nova Road, Suite 112  
ORMOND BEACH, FLORIDA 32174

AS ITS REGISTERED AGENT AND ITS REGISTERED OFFICE IN THE STATE  
OF FLORIDA.



Marcia Field,  
Director/Incorporator

Date: March 15, 1996

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.



Paula M. Kandel

Date: March 27, 1996