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PERSONAL INJURY
TRIAL PRACTICE

WAYNE T. PHILLIPS, P.A.
ATTORNEY AT LAW

2805 ENTERPRISE RD., SUITE D
CLEARWATER, FLORIDA 34683
(813) 205-8808
FAX (813) 202-8024

May 20, 1996

Secretary of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

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-05/22/96--01124--011
****122.50 ****122.50

RE: TRAVEL ANGELS, INC.
TRAVEL ANGELS NO. 1, INC.

To Whom It May Concern:

Enclosed herewith are Articles of Incorporation for the above two corporations. Please forward the corporate papers at your earliest convenience.

Thank you very much.

Very truly yours

W.T. Phillips
WAYNE T. PHILLIPS

WTP/mrp

FILED
96 MAY 22 AM 9:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SAB
5/30/96

**ARTICLES OF INCORPORATION
OF
TRAVEL ANGELS, INC.**

FILED
96 MAY 22 AM 9:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

ARTICLE I: NAME

The name of the corporation shall be **TRAVEL ANGELS, INC.**

ARTICLE II: PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be 2505 Enterprise Road, Suite #7, Clearwater, FL 34623.

ARTICLE III: CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is one hundred (100) shares having a par value of one dollar (\$1.00) per share.

ARTICLE IV: INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is **WAYNE T. PHILLIPS, ESQ.**, 2505 Enterprise Road, Suite #7, Clearwater, Florida, 34623.

ARTICLE V: INCORPORATOR

The name and address of the incorporator to these Articles of Incorporation is **Wayne T. Phillips, Esq.**, 2505 Enterprise Road, Suite #7, Clearwater, Florida, 34623.

ARTICLE VI: OFFICERS/DIRECTORS


The name and address of each officer and director of the corporation is:

Marion R. Phillips, Pres./Sec/Tres.- Director
2505 Enterprise Road, Suite #7
Clearwater, FL 34623

Robert N. Barber - Director
601 Patricia Avenue
Dunedin, FL 34698

Catherine H. Barber - Director
601 Patricia Avenue
Dunedin, FL 34698

The undersigned has executed these Articles of Incorporation this 13th day of May, 1996.



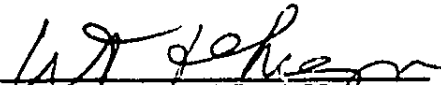
WAYNE T. PHILLIPS, ESQ.
Incorporator/Attorney
2505 Enterprise Road #7
Clearwater, FL 34623
(813) 799-2505
SPN #2787

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of section 607.0501, Florida Statutes, the mentioned 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, **TRAVEL ANGELS, INC.**
2. The name and address of the registered agent and office is **Wayne T. Phillips, 2505 Enterprise Road, Suite 7, Clearwater, Florida, 34623.**

HAVING BEEN NAME 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.


WAYNE T. PHILLIPS, ESQ.
2505 Enterprise Road #7
Clearwater, FL 34623
(813) 799-2505
SPN #2787
Dated: May 13, 1996

FILED
96 MAY 22 AM 9:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA