

P96000058792

June 6, 1996

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

500001859785
-06/12/96--01057--010
*****70.00 *****70.00

Re: Red Carpet Travel Corporation

Red Carpet Travel, Inc. closed on July 1, 1994 and did not renew our corporation in May of 1995. We hereby authorize you to release the name Red Carpet Travel, Inc.

Thank you.

Sincerely,

Barbara Daubert
Barbara Daubert

WFO - 12732 6/14/96
FD
SB

FILED
96 JUL 15 AM 8:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

June 14, 1996

BARBARA DAUBERT
3347 TAMiami TRAIL NORTH
NAPLES, FL 33940

SUBJECT: RED CARPET TRAVEL, INC.
Ref. Number: W96000012732

We have received your document for RED CARPET TRAVEL, INC. and check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The entity name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an administratively dissolved entity. Names of administratively dissolved entities are not available for one year from the date of administrative dissolution unless the dissolved entity provides the Department of State with a notarized affidavit executed as required by section 607.0120, 617.01201, 608.5135 or 608.4482 Florida Statutes, permitting the immediate assumption or use of the name by another entity.

Simply adding "of Florida" or "Florida" to the end of a name does not constitute a difference.

When the document is resubmitted, please return a copy of this letter to ensure proper handling.

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) 487-6878.

Terri Buckley
Corporate Specialist

Letter Number: 896A00029687

Juno 27, 1996


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

Att: Terri Buckley

Per our conversation today, Red Carpet Travel has been dissolved and we do not intend to apply for reinstatement.

Sincerely,


Barbara Daubert


NOTARY PUBLIC

SHARON R. GEISE
Photo I.D. for identification

my commission Expires:
SHARON R. GEISE
MY COMMISSION # 00469160 EXPIRES
August 26, 1999
DONALD THOMAS TRAVEL INSURANCE, INC.

FILED
JUL 15 AM 9:05
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

RED CARPET TRAVEL, INC.

The undersigned subscriber to these Articles of Incorporation is a natural person competent to contract and hereby form a Corporation for profit under Chapter 607 of the Florida Statutes.

FILED
JUL 15 1965
CLERK OF DISTRICT COURT
NORTH DAKOTA

ARTICLE 1 - NAME

The name of the corporation is Red Carpet Travel, Inc.

ARTICLE 2 - PURPOSE OF CORPORATION

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

ARTICLE 3 - PRINCIPLE OFFICE

The address of the principal office of this Corporation is 3347 Tamiami Trail North, Naples, FL 33940 and the mailing address is the same.

ARTICLE 4 - INCORPORATOR

The name and street address of the incorporator of the Corporation is:

Carrin B. Chang
3347 Tamiami Trail North
Naples, FL 33940

ARTICLE 5 - PRESIDENT

The initial President of the Corporation shall be Carrin B. Chang whose address shall be the same as the principal office of the Corporation.

ARTICLE 6 - CORPORATE CAPITALIZATION

6.1 The maximum number of shares that this Corporation is authorized to have outstanding at any time is SEVEN THOUSAND FIVE HUNDRED (7,500) shares of common stock, each having the par value of ONE DOLLAR (\$1.00).

6.2 No holder of shares of stock of any class shall have any preemptive right to subscribe to or purchase any additional shares of any class, or any bonds or convertible securities of any nature; provided, however, that the board of directors may, in authorizing the issuance of shares of stock of any class, confer any preemptive right that the board of directors may deem advisable in connection with such issuance.

6.3 The board of directors of the Corporation may authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or

security convertible into shares of its stock of any class, whether now or hereafter authorized, for such consideration as the board of directors may deem advisable, subject to such restrictions or limitations, if any, as may be set forth in the bylaws of the Corporation.

6.4 The Board of Directors of the Corporation may, by articles supplementary, classify or reclassify any unissued stock from time to time by setting or changing the preferences, conversions or other rights, voting powers, restrictions, limitations as to dividends, qualifications, or term or conditions of redemption of the stock.

ARTICLE 7 - SUB-CHAPTER S CORPORATION

7.1 The shareholders of this Corporation, may elect and, if elected, shall continue such election to be an S Corporation as provided in Sub-Chapter S of the Internal Revenue Code of 1986, as amended, unless the shareholders of the Corporation unanimously agree otherwise in writing.

7.2 After this Corporation has elected to be an S Corporation, none of the shareholders of this Corporation, without written consent of the other shareholders of this Corporation shall take any action, or make any transfer or other disposition of the shareholders' shares of stock in the Corporation, which will result in the termination or revocation of such election to be an S Corporation, as provided in Sub-Chapter S of the Internal Revenue Code of 1986, as amended.

7.3 Once the Corporation has elected to be an S Corporation, each share of stock issued by this Corporation shall contain the following legend:

"The shares of stock represented by this certificate cannot be transferred if such transfer would void the election of the Corporation to be taxed under Sub-chapter S of the Internal Revenue Code of 1986, as amended."

ARTICLE 8 - SMALL BUSINESS CORPORATION STOCK

The Corporation hereby elects to be classified as a Small Business Corporation under Section 1244 of the Internal Revenue Code of 1986, as amended.

ARTICLE 9 - POWERS OF THE CORPORATION

The Corporation shall have the same powers as an individual to do all things necessary or convenient to carry out its business and affairs, subject to any limitations or restrictions imposed by applicable law or these Articles of Incorporation.

ARTICLE 10 - TERM OF EXISTENCE

The Corporation shall have perpetual existence.

ARTICLE 11 - TITLE

The Corporation, to the extent permitted by law, shall be entitled to treat the person in whose name any share of right is registered on the books of the Corporation as the owner thereto, for all purposes, and shall not be bound to recognize any equitable or other claim to, or interest in, such share or right on the part of any other person, whether or not the Corporation shall have notice thereof.

ARTICLE 12 - REGISTERED OFFICE AND REGISTERED AGENT

The initial address of registered office of this Corporation is 3347 Tamiami Trail North, Naples, FL 33940. The name and address of the registered agent of this Corporation is Carrin B. Chang, 3347 Tamiami Trail North Naples, FL 33940.

ARTICLE 13 - BYLAWS

The Board of Directors of the Corporation shall have power, without the assent of vote of the shareholders, to make, alter, amend or repeal the Bylaws of the Corporation, but the affirmative vote of a number of Directors equal to a majority of the number who would constitute a full Board of Directors at the time of such action shall be necessary to take any action for the making, alteration, amendment or repeal of the Bylaws.

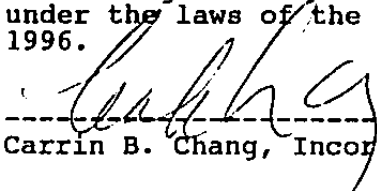
ARTICLE 14 - EFFECTIVE DATE

These Articles of Incorporation shall be effective immediately upon approval of the Secretary of State, State of Florida.

ARTICLE 15 - AMENDMENT

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, or in any amendment hereto, or to add any provision to these Article of Incorporation or to any amendment hereto, in any manner now or hereafter prescribed or permitted by the provisions of any applicable statute of the State of Florida, and all Rights conferred upon shareholders in these Articles of Incorporation or any amendment hereto are granted subject to this reservation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this 1st day of May, 1996.



Carrin B. Chang, Incorporator

ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLE OF INCORPORATION

I Carrin B. Chang, having a business address identical with the registered office of the Corporation named above, and having been designated as the Registered Agent in the above and Foregoing Article of Incorporation, am familiar with and accept the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.



Carrin B. Chang, Registered Agent

FILED
96 JUL 15 AM 8:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA