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MANDINA, GINSBERG & TOLEDO, P.A.

ATTORNEYS AT LAW

FILED

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96 JUL 24 PM 4:00

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

818 WHITE STREET  
KEY WEST, FLORIDA 33040  
(305) 296-3999  
FAX: (305) 294-8551

KEY WEST

July 17th, 1996

TELEPHONE 904-385-6577  
-07/24/96--01002--017  
\*\*\*122.50 \*\*\*122.50

Secretary of State  
Division of Corporations  
J. Edwin Larson Building  
The Capital  
Tallahassee, Florida 32304

RE: MASTER MINDS ADVERTISING, INC.

Dear Sir/Madam:

Enclosed herewith find "Articles of Incorporation of Master Minds Advertising, Inc. d/b/a Master Minds Tours". Please file same and forward to the undersigned the appropriate Certificate of Incorporation. A check in the amount of \$122.50 is enclosed.

Your prompt attention to this matter will be greatly appreciated.  
Thank you.

Very truly yours,

PHILIP J. MANDINA

:mkw  
Encl.

Melissa  
delete reference  
to DSA  
OK

PH  
7/25/96

ARTICLES OF INCORPORATION  
OF  
MASTER MINDS ADVERTISING SOUTH, INC.

**FILED**  
96 JUL 24 PM 4:01  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation, pursuant to the laws of the State of Florida, hereby makes, subscribes, acknowledges and files the following Articles of Incorporation:

ARTICLE I

The name of this corporation is:

MASTER MINDS ADVERTISING SOUTH, INC.

ARTICLE II

The general nature of the business to be transacted by this corporation is:

1. That this corporation intends to engage in any activity or business permitted under the laws of the United and the State of Florida, for example, travel and convention services; except it is not to conduct a bank, safe deposit, trust insurance surety, express, railroad, canal, telephone or cemetery company, a building and loan association, mutual fire insurance association, cooperative association, fraternal benefit society, state fair or exposition; to do all and everything necessary and proper for the accomplishment of the objects enumerated in its certificate of incorporation or necessary or incidental to the benefit and protection of the corporation, and to carry on any lawful business

necessary or incidental to the attainment of the objects of the corporation whether or not such business is similar in nature to the objects enumerated in its certificate of incorporation.

#### ARTICLE III

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time One Hundred (100) shares of common stock at no (00/100) par value.

#### ARTICLE IV

The initial registered agent and the street address of the initial registered officer of this corporation is: PHILIP J. MANDINA, ESQUIRE, 2964 Aviation Avenue, Second Level, Miami, Florida 33133.

#### ARTICLE V

This corporation is to exist perpetually, unless otherwise dissolved accordingly to law.

#### ARTICLE VI

The name and address of the Directors, Officers and Subscribers of this corporation are:

President/  
Director: CHARLES LEE

Principal offices Located at: P.O. BOX 1833, Key West, Florida 33040.

#### ARTICLE VII

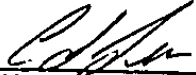
This corporation shall have one (1) director initially. The

number of directors may be increased from time to time, by By-Laws adopted by the stockholders, but shall never be less than one (1).

#### ARTICLE VIII

These Articles of Incorporation may be amended in the manner provided by the law. Every amendment shall be approved by the directors, proposed by the stockholders and approved at the stockholder's meeting by a majority of the stock entitled to vote thereon.

THE UNDERSIGNED hereby declares and certifies that the facts herein are true and accordingly, this 22 day of July, 1996.

  
\_\_\_\_\_  
CHARLES LEE, President/Director

STATE OF FLORIDA     )

COUNTY OF Manatee )

The foregoing instrument was acknowledged before me this 22nd day of July, 1996 as to CHARLES LEE, to me personally known or who produced \_\_\_\_\_ as identification and he did/did not take an oath.

My commission expires:



CHARLOTTE A. LEONARD  
My Commission CC365938  
Expires Apr. 20, 1998  
Bonded by ANB  
800-852-5678

  
NOTARY PUBLIC

CERTIFICATE DESIGNATING PLACE OF BUSINESS  
OF DOMICILE FOR THE SERVICE OF PROCESS WITHIN  
FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

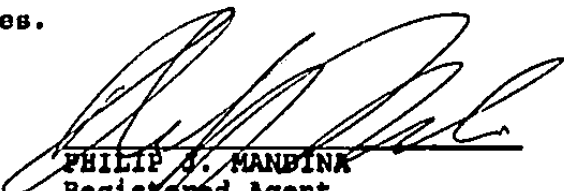
FILED  
96 JUL 24 PM 4:01  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted:

First, that MASTER MINDS ADVERTISING SOUTH, INC. 7/19/96  
desiring to organize or qualify under the laws of the  
City of Miami, State of Florida, has named PHILIP J. MANDINA, whose  
address is 2964 Aviation Avenue, Second Level, Miami, Florida  
33133, as it's agent to accept service of process within Florida.

A C K N O W L E D G M E N T

Having been named to accept service of process for the above-  
stated corporation, at place designated to this certificate, I  
hereby agree to act in this capacity and I further agree to comply  
with the provisions of all statutes relative to the proper and  
complete performance of my duties.

  
PHILIP J. MANDINA  
Registered Agent  
2964 Aviation Avenue  
Second Level  
Miami, Florida 33133  
TEL: (305) 441-1181