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Tan, Travel & Tailgate, Inc.
2901 N.W. 46th Street
Boca Raton, FL 33434

August 23, 1996

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

FILED
96 AUG 28 PM 12:41
TALLAHASSEE, FLORIDA

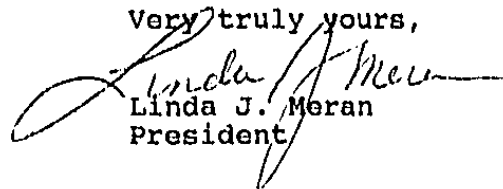
Dear Sirs:

Please accept for filing the attached Articles of Incorporation and Statement of Designated Agent of Tan, Travel & Tailgate, Inc., a newly-formed Florida corporation.

Also enclosed is a check in the amount of \$70.00 for such filing.

Please confirm to me in writing at the above address that Tan, Travel & Tailgate, Inc. is now duly incorporated in the State of Florida.

Very truly yours,


Linda J. Meran
President

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ARTICLES OF INCORPORATION
OF
TAN, TRAVEL & TAILGATE, INC.

I, the undersigned, being of legal age and a natural person, do hereby subscribe to, acknowledge and file the following Articles of Incorporation for the purpose of creating a corporation under the laws of the State of Florida.

ARTICLE I

The name and initial address of this Corporation is

Tan, Travel & Tailgate, Inc.
2501 N.W. 46th Street
Boca Raton, Florida 33434

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CLERK OF STATE
TALLAHASSEE, FLORIDA

ARTICLE II

This Corporation may engage in any activity or business permitted under the laws of the State of Florida.

ARTICLE III

The Capital stock authorized, the par value thereof, and the characteristics of such stock are as follows:

<u>NUMBER OF SHARES</u> <u>AUTHORIZED</u>	<u>PAR VALUE</u> <u>PER SHARE</u>	<u>CLASS OF</u> <u>STOCK</u>
5,000,000	\$0.01	Common

The consideration for all of the said stock shall be payable in cash, property, real or personal, labor or services in lieu of cash, at a just valuation to be fixed by the Board of Directors of this Corporation.

ARTICLE IV

This Corporation shall commence its existence immediately upon the filing of these Articles of Incorporation and shall exist perpetually thereafter unless sooner dissolved according to law.

ARTICLE V

The initial registered office of this Corporation is 2501 N.W. 46th Street, Boca Raton, Florida 33434, with the privilege of having its offices and branch offices at other places within or without the State of Florida. The initial registered agent at that address is Marguerite Blasbalg.

ARTICLE VI

This Corporation shall have at least one director, with the exact number to be specified by the Shareholders from time to time unless the Shareholders shall, by a majority vote thereafter, determine that the Corporation be managed by the Shareholders.

ARTICLE VII

The name and address of the first directors of the Corporation, who shall hold office for the first year or until their successor is duly elected and qualified, are:

<u>Name</u>	<u>Address</u>
Marguerite Blasbalg	2501 N.W. 46th Street Boca Raton, FL 33434
Linda J. Meran	2650 N.W. 46th Street Boca Raton, FL 33434

ARTICLE VIII

The name and address of the incorporator is: Linda J. Meran, 2650 N.W. 46th Street, Boca Raton, FL 33434.

ARTICLE IX

No contract or other transaction between this Corporation and any other Corporation, and no act of this Corporation, shall in any way be affected or invalidated by the fact that any of the directors of this Corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation. Any director individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this Corporation, provided that the fact that she or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any director of this Corporation who is also a director or an officer of such other corporation, or who is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this Corporation which shall authorize any such contract or transaction with like force and effect as if she were not such a director or officer of such other corporation, or not so interested.


ARTICLE X

The private property of the shareholders shall not be subject to payment of the corporate debts to any extent.

ARTICLE XI


This Corporation may indemnify and insure its officers and directors to the fullest extent permitted by law.

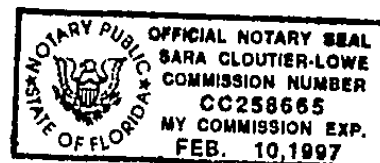
IN WITNESS WHEREOF, I, the undersigned, being the incorporator hereinbefore named, for the purpose of forming a Corporation to do business both within and without the State of Florida, under the laws of Florida, make and file these Articles of Incorporation hereby declaring and certifying that the facts herein stated are true, and hereunto set my hand and seal this 22 day of August, 1996.


Linda J. Meran

STATE OF FLORIDA]
]
COUNTY OF PALM BEACH]

The foregoing instrument was acknowledged before me on this 23 day of August, 1996, by LINDA J. MERAN, as Incorporator of TAN, TRAVEL & TAILGATE, INC., on behalf of the Corporation. She is (personally known to me) (or has produced her drivers license) and did take an oath.


Notary Public
State of Florida at Large
My Commission Expires:



CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICES OF PROCESS WITHIN THIS STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

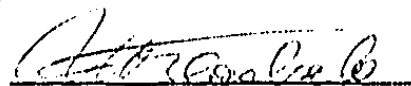
In compliance with the laws of the State of Florida, the following is submitted;

First - That Tan, Travel & Tailgate, Inc., desiring to organize under the laws of the State of Florida, has designated 2501 N.W. 46th Street, Boca Raton, Florida 33434 as the place of business for the services of process within this state.

Second - That the above corporation has named Marguerite Blasbalg as its statutory registered agent.

Having been named the statutory agent of the above Corporation at the place designated in this Certificate, I hereby accept the same and agree to act in this capacity, and agree to comply with the provisions of Florida law relative to keeping the registered office open.

Dated this 31st day of August, 1996


Marguerite Blasbalg
Registered Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA