

P 96000073965

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904) 224-8870
Mailing Address: Post Office Box 10349, Tallahassee, FL 32302
TOLL FREE No. 1-800-342-8062
FAX (904) 222-1222

NAME _____
FIRM _____
ADDRESS _____
PHONE () _____

Service: Top Priority _____ Regular _____
One Day Service Two Day Service

To us via _____ Return via _____

Mailor No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

286-18540
SEP 6 1996

REQUEST TAKEN CONFIRMED APPROVED
DATE _____
TIME _____ CK No. _____
BY AAK _____

WALK-IN Will Pick Up 25 1200

RE: Big Five Tour Ltd
Inc

	C.C. FEE.	DISBURSED
Capital Express™		
Art. of Inc. Filing		
Corp. Record Search		
Ltd. Partnership Filing		
Foreign Corp. Filing		
() Cert. Copy(s)		
Art. of Amend. Filing		
Dissolution/Withdrawal		
C U S -		
Fictitious Name Filing		
Name Reservation		
Annual Report/Reinstatement		
Reg. Agent Service		
Document Filing		
Corporate Kit		
Vehicle Search		
Driving Record		
Document Retrieval		
UCC 1 or 3 Filing		
UCC 11 Search		
UCC 11 Retrieval		
File No.'s, Copies		
Courier Service		
Shipping/Handling		
Phone ()		
Top Priority		
Express Mail Prep.		
FAX () pgs.		
SUBTOTALS _____		

FEE.....	\$
DISBURSED.....	\$
SURCHARGE.....	\$
TAX on corporate supplies.....	\$
SUBTOTAL.....	\$
PREPAID.....	\$
BALANCE DUE.....	\$

Please remit invoice number with payment
TERMS: NET 10 DAYS FROM INVOICE DATE
1 1/2% per month on Past Due Amounts
Past 30 Days, 18% per Annum.

THANK YOU
from
Your Capital Connection



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

September 5, 1996

CAP CONN

TALL, FL 32301

SUBJECT: BIG FIVE TOURS LTD., INC.
Ref. Number: W96000018540

COVY
FILED
96 SEP -5 11:03:32

We have received your document for BIG FIVE TOURS LTD., INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

The use of the abbreviation "Ltd." does not clearly indicate that this is corporation instead of a partnership. Therefore, please remove the abbreviation "Ltd." from the corporate name.

Please return your document, along with a copy of this letter, within 60 days your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6904.

Freida Chesser
Corporate Specialist

Letter Number: 996A00041545

96 SEP -5 AM 9:26
DIVISION OF CORPORATIONS

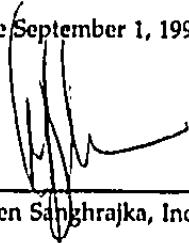
ARTICLES OF INCORPORATION
OF
FIVE TOURS, INC.

DATE
9-1-96

FILED
SEP 11 1996
CLERK OF CIRCUIT COURT
IN AND FOR THE
JUDICIAL CIRCUIT IN
AND FOR THE
NINTH JUDICIAL CIRCUIT
IN FLORIDA
STUART, FLORIDA

1. The name of this Corporation is FIVE TOURS, INC. (the "Corporation").
2. The street address of the initial principal office of the Corporation is 819 South Federal Highway, Suite 103, Stuart, FL 34994; the mailing address of the initial principal office of the Corporation is Post Office Box 3261, Stuart, FL 34995.
3. The Corporation shall have the authority to issue 100,000 shares of Common Stock, par value \$.01 per share.
4. The name and street address of the initial registered agent of the Corporation is Mahen Sanghrajka, 819 South Federal Highway, Suite 103, Stuart, FL 34994.
5. The name and address of the incorporator are Mahen Sanghrajka, 819 South Federal Highway, Suite 103, Stuart, FL 34994.
6. The effective date of the corporation shall be September 1, 1996.

Dated: September 1, 1996.



Mahen Sanghrajka, Incorporator

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

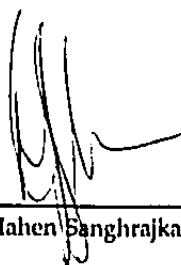
PURSUANT TO THE PROVISIONS OF SECTION 607.0501 OF THE FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is FIVE TOURS, INC.
2. The name and address of the registered agent and office is

Mahen Sanghrajka
819 South Federal Highway, Suite 103
Stuart, FL 34994

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.

Dated: September 1, 1996



Mahen Sanghrajka, Registered Agent

AFFIDAVIT

STATE OF FLORIDA
COUNTY OF MARTIN

BEFORE ME, the undersigned authority, personally appeared Mahen Sanghrajka, who, being first duly sworn, deposes and says:

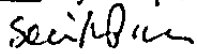
1. That he is the sole shareholder of Big Five Tours Ltd., a New York corporation, authorized to transact business in the State of Florida, qualified on September 14, 1993, as Big Five Tours Ltd., Inc.
2. That he is the incorporator of Big Five Tours Ltd., Inc., a Florida corporation to be formed and qualified.
3. That pursuant to Florida Statute §607.0403(5), Big Five Tours Ltd., a/k/a Big Five Tours Ltd., Inc., by vote of its sole shareholder and acquiescence of all directors, consents to the use of its name by the Florida corporation to be formed and to be known as Big Five Tours Ltd., Inc.

FURTHER AFFIANT SAYETH NOT.

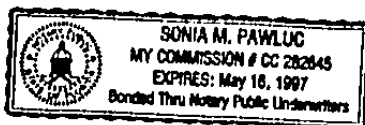


Mahen Sanghrajka

Sworn to and subscribed before me this
14th day of September, 1996.



Sonia M. Pawluc
Notary Public, State of Florida
Affiant is personally known to me



P96000073965

BRODIE & PAWLUC

C O N S E L L O R S A T L A W
LAWRENCE P. BRODIE SONIA M. PAWLUC

FILED
97 OCT 14 PM 1:48
SECRETARY OF STATE
TALLAHASSEE FLORIDA

October 10, 1997

600002319556--7
-10/14/97--01005--004
*****87.50 *****87.50

Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

RE: Articles of Amendment to Articles of Incorporation
FIVE TOURS, INC.

Dear Sir or Madam:

Enclosed please find an original and one copy of Articles of Amendment to Articles of Incorporation of FIVE TOURS, INC., and a check in the amount of \$87.50 (\$35.00-filing fee, and \$52.50-certified copy). Upon filing, please return a certified copy of the Articles of Amendment to Articles of Incorporation.

From: Brodie & Pawluc
Post Office Box 2690
Stuart, FL 34995
Telephone: (561) 221-0110

Thank you in advance for your attention to this matter.

Sincerely yours,

Sonia M. Pawluc

Sonia M. Pawluc

SMP/rfb
Enclosures

VS OCT 20 1997

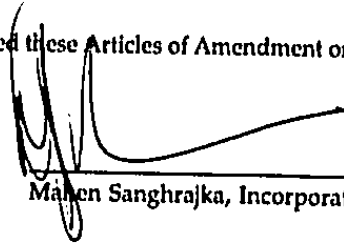
N/c

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
FIVE TOURS, INC.

FILED
97 OCT 14 PM 1:48
SECRETARY OF STATE
TALLAHASSEE FLORIDA

1. The name of this Corporation is FIVE TOURS, INC. (the "Corporation").
2. Paragraph 1 of the Articles of Incorporation of the Corporation is amended to read as follows:
 1. The name of this corporation is BIG FIVE TOURS AND EXPEDITIONS, INC. (the "Corporation").
3. This Amendment was adopted by the sole incorporator of the Corporation on the 10th day of October, 1997, before the issuance of any shares, and therefore shareholder action was not required.

The undersigned Incorporator has executed these Articles of Amendment on October 10, 1997.


Mahen Sanghrajka, Incorporator

CONFIDENTIAL
LAWRENCE P. BRODIE SONIA M. PAWIUC

October 10, 1997

600002319556--7
-10/14/97--01005--004
*****97.50 *****97.50

Department of State
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From: Brodie & Pawluc
Post Office Box 2490
Stuart, FL 34996
Telephone: (361) 221-0110

Thank you in advance for your attention to this matter.

Sincerely yours,

Sonia M. Pawluc

Sonia M. Pawluc

SMP/rb
Enclosures

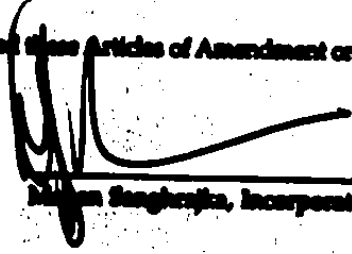
VS OCT 20 1997

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TO
ARTICLES OF INCORPORATION
OF
FIVE TOURS, INC.**

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The undersigned incorporator has executed these Articles of Amendment on October 10, 1997.


Megan Sanghera, Incorporator