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OF COUNSEL

August 27, 1996

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

700001938387
-09/04/96--01110--003
****122.50 ****122.50

Re: JR Incentive Travel, Inc.

Dear Sir:

Please find enclosed original Articles of Incorporation for the above-named corporation along with an original Certificate of Designation Registered Agent/Registered Office. In addition, a check in the sum of \$122.50 is enclosed which represents the following fees:

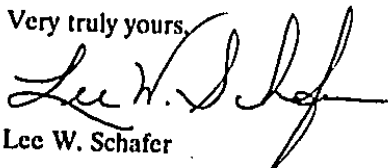
Filing Fee	\$ 35.00
Certified Copy	52.50
Registered Agent Designation	<u>35.00</u>
Total	\$ <u>122.50</u>

Please file the enclosed Articles of Incorporation and Certificate of Designation Registered Agent/Registered Office and return a certified copy to the undersigned.

Your prompt attention to this matter would be appreciated.

Very truly yours,

Lee W. Schafer



LWS:ekg
Encs.

lws@rincen.ltr

Dmc
9/9/96

EFFECTIVE DATE
8-29-96

96 SEP -3 AM 8:56
FILED
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

SEP 6 1996

BEB - Updated

ARTICLES OF INCORPORATION

OF

JR INCENTIVE TRAVEL, INC.

FILED
26 SEP -3 AM 8:56

FLORIDA

The undersigned, acting as Incorporator of a corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation for such corporation:

EFFECTIVE DATE
8-29-96

1. **Name.** The name of this corporation is JR INCENTIVE TRAVEL, INC.
2. **Principal Office or Mailing Address.** The principal office or the mailing address of the corporation is 646 Boca Ciega Isle, St. Pete Beach, Florida 33706.
3. **Existence and Duration.** This corporation shall begin existence on the date of execution and acknowledgment of these Articles of Incorporation and shall have perpetual existence.
4. **Purpose.** The purpose is to engage in any activities or business permitted under the laws of the United States and Florida.
5. **Capital Stock.** The total number of shares of capital stock which the corporation shall have the authority to issue is One Million (1,000,000) shares of Voting Common Stock having no par value.
6. **Initial Registered Office and Agent.** The address of the initial registered office of this corporation is 646 Boca Ciega Isle, St. Pete Beach, Florida 33706 and the name of its initial registered agent at said address is DAN L. JOHNSON.
7. **Initial Board of Directors.** This corporation shall have two (2) directors initially. The number of directors may be either increased or decreased from time to time by an amendment of the bylaws of the corporation in the manner provided by law, but shall never be less than one.

The names and addresses of the initial directors of this corporation are:

<u>NAME</u>	<u>ADDRESS</u>
DAN L. JOHNSON	646 Boca Ciega Isle St. Pete Beach, Florida 33706
GERALD H. ROBEDEAU	17105 Gulf Boulevard, Apt. 125 North Redington Beach, Florida 33708

8. **Incorporator.** The name and address of the Incorporator signing these Articles of Incorporation is:

<u>NAME</u>	<u>ADDRESS</u>
DAN L. JOHNSON	646 Boca Ciega Isle St. Pete Beach, Florida 33706

9. **Pre-emptive Rights.** Each shareholder of this corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in this corporation that may from time to time be issued (whether or not presently authorized), including shares from the treasury of this corporation, in the ratio that the number of shares the shareholder holds at the time of issue bears to the total number of shares outstanding, exclusive of treasury shares. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares pre-empted within thirty (30) days of receipt of a notice in writing from the corporation, stating the prices, terms and conditions of the issue of shares, and inviting the shareholder to exercise his, her, or its pre-emptive rights. This right may also be waived by affirmative written waiver submitted by the shareholder to the corporation within thirty (30) days of receipt of notice from the corporation.

10. **Amendment of Articles.** This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 29th day of August, 1996.

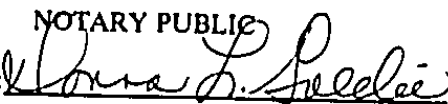

DAN L. JOHNSON, Incorporator

STATE OF FLORIDA
COUNTY OF PINELLAS

The foregoing Articles of Incorporation was acknowledged before me this 29th day of August, 1996, by DAN L. JOHNSON, who is personally known to me ~~or who has produced his Florida driver's license as identification.~~

NOTARY PUBLIC

Sign:



Print:

DONNA L. GOLDIE

State of Florida at Large (Seal)

My commission expires:




CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

711 SEP
93 SEP -3 AM 8:56

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered agent/registered office in the State of Florida:


1. The name of the corporation is JR INCENTIVE TRAVEL, INC.
2. The name and address of the registered agent and office is:

DAN L. JOHNSON
646 Boca Ciega Isle
St. Pete Beach, Florida 33706


DAN L. JOHNSON
Incorporator

August 29, 1996

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.


DAN L. JOHNSON
Registered Agent

August 29, 1996