

1201 HAYS STREET
TALLAHASSEE, FL 32301
922-3111
922-3111 FAX

096000075435



PREFERENCE LEGAL & FINANCIAL SERVICES ACCOUNT NO. : 0721000000032

REFERENCE : 078864 81310A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : September 9, 1996

ORDER TIME : 12:17 PM

ORDER NO. : 078864

CUSTOMER NO: 81310A

CUSTOMER: Clifton A. Livingston, Esq
CLIFTON A. LIVINGSTON, ESQ

201 E. Davis Boulevard

Tampa, FL 33606

900001942949
-09/09/96--01036--021
*****70.00 *****70.00

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96 SEP -9 PM 11:55

DOMESTIC FILING

NAME: TRAVEL OPPORTUNITIES OF
SUNCOAST, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: W. Charles Earnest

EXAMINER'S INITIALS:

612.613.

W96-18941

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DIVISION OF CORPORATION

9/11/96



FLORIDA DEPARTMENT OF STATE
Sandra B. Morham
Secretary of State

FLORIDA
SECRETARY OF STATE
DIVISION OF CORPORATIONS
56 SEP -9 AM 11:55

September 10, 1998

CSC NETWORKS
1201 HAYS STREET
TALLAHASSEE, FL 32301

RESUBMIT

Please give original
submission date as file date.

SUBJECT: TRAVEL OPPORTUNITIES OF SUNCOAST, INC.
Ref. Number: W96000018941

We have received your document for TRAVEL OPPORTUNITIES OF SUNCOAST, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The registered agent and registered office listed in your articles of incorporation must be consistent throughout the document.

The person designated as registered agent in the document and the person signing as registered agent must be the same.

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) 487-6973.

Claretha Golden
Document Specialist

Letter Number: 496A00042033

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DIVISION OF CORPORATIONS

**ARTICLES OF INCORPORATION
OF**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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TRAVEL OPPORTUNITIES OF SUNCOAST, INC.

I, the undersigned, hereby make, subscribe, acknowledge and file with the Secretary of State of the State of Florida these Articles of Incorporation for the purpose of forming a corporation for profit in accordance with the laws of the State of Florida.

**ARTICLE I
Name and Address**

The name of this corporation shall be Travel Opportunities of Suncoast, Inc. and its initial place of business shall be located at 4350 West Waters Avenue, Suite 104, Tampa, Florida, 33614.

**ARTICLE II
Existence of Corporation**

This corporation shall begin existence on the date of filing with the Secretary of State, and shall have perpetual existence.

**ARTICLE III
Purposes**

The corporation may engage in the transaction of any or all lawful business for which corporations may be incorporated under the laws of the State of Florida.

**ARTICLE IV
General Powers**

The corporation shall have power:

- (a) To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced.
- (b) To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use, and otherwise deal in and with real or personal property or any interest therein, wherever situated.
- (c) To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets.

- (d) To lend money to, and use its credit to assist its officers and employees in accordance with Section 607.141 Florida Statutes.
- (e) To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interest in, or obligations of, other domestic or foreign corporations, associations, partnerships, or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district, or municipality or of any instrumentality thereof.
- (f) To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income.
- (g) To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested.
- (h) To conduct its business, carry on its operations, and have offices and exercise the powers granted by this act within or without this state.
- (i) To elect or appoint officers and agents of the corporation and define their duties and fix their compensation.
- (j) To make and alter bylaws, not inconsistent with its Articles of Incorporation or with the laws of the State of Florida, for the administration and regulation of the affairs of the corporation.
- (k) To make donations for the public welfare or for charitable, scientific, or educational purposes.
- (l) To transact any lawful business which the Board of Directors shall find will be in aid of governmental policy.
- (m) To pay pensions and establish and carry out pension plans, profit sharing plans, stock bonus plans, stock option plans, retirement plans, benefit plans, and other incentive and compensation plans for any or all of its directors, officers, and

employees and for any or all of the directors, officers and employees of its subsidiaries.

- (n) To provide insurance for its benefit on the life of any of its directors, officers, or employees, or on the life of any shareholder for the purpose of acquiring at his death shares of its stock owned by the shareholder or by the spouse or children of the shareholder.
- (o) To be a promoter, incorporator, general partner, limited partner, member, associate, or manager of any corporation, partnership, limited partnership, joint venture, trust, or other enterprise.
- (p) To have and exercise all powers necessary or convenient to effect its purposes.
- (q) The corporation shall have the right, upon unanimous consent of all shareholders of the corporation, to be treated as a Small Business Corporation under the Internal Revenue Code, Section 1244.

ARTICLE V

Capital Stock

- (a) The total number of shares of capital stock authorized to be issued by the corporation shall be 7,000 shares having a par value of \$1.00 per share. Each of the said shares of stock shall entitle the holder thereof to one (1) vote at any meeting of the shareholders. All or any part of said capital stock may be paid for in cash, in property or in labor or services actually performed for the corporation and valued at a fair valuation to be fixed by the Board of Directors at a meeting called for such purpose. All stock when issued shall be paid for and shall be nonassessable.
- (b) In the election of directors of this corporation there shall be no cumulative voting of the stock entitled to vote at such election.

ARTICLE VI

Registered Office and Registered Agent

The street address of the corporation's initial registered office is 201 E. Davis Blvd., Tampa, FL 33606, and the name of the corporation's initial registered agent at such address is Lyndi Demers. The corporation may change its registered office or its registered agent for both by filing with the Department of State of the State of Florida a statement complying with Section 607.037, Florida Statutes.

ARTICLE VII Initial Board of Directors

The number of directors constituting the Initial Board of Directors shall be one (1), and the name and address of the person who is to serve as a member thereof is as follows:

Name	Address
Dean Gruber	4350 West Waters Avenue Suite 104 Tampa, Florida 33614

ARTICLE VIII Incorporators

The name and address of the incorporator of this corporation is as follows:

Name	Address
Lyndi Demers	4350 West Waters Avenue Suite 104 Tampa, Florida 33614

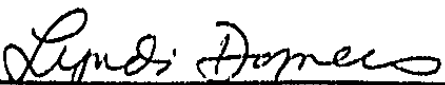
ARTICLE IX Amendment of Articles of Incorporation

The corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon the stockholders herein are subject to this reservation.

ARTICLE X Indemnification

The corporation shall indemnify any officer or director or any former officer or director to the full extent permitted by law. The corporation shall indemnify any officer, director and/or shareholder for all expenses paid by such officer, director and/or shareholder on behalf of the corporation, including, but not limited to, pre-organizational expenses of the corporation.

IN WITNESS WHEREOF, I, the undersigned, have executed these Articles for the uses and purposes therein stated. **I HEREBY AM FAMILIAR WITH AND ACCEPT THE DUTIES AND RESPONSIBILITIES AS REGISTERED AGENT FOR SAID CORPORATION.**



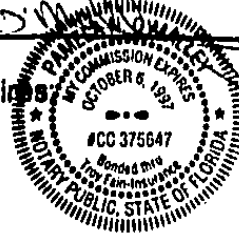
LYNDI DEMERS
(Incorporator and Registered Agent)

**STATE OF FLORIDA
COUNTY OF HILLSBOROUGH**

BEFORE ME, the undersigned authority, on this 6th day of September, 1996, personally appeared LYNDI DEMERS, to me well known to be the person described in and who signed the foregoing Articles of Incorporation, and acknowledged to me that he executed the same freely and voluntarily for the uses and purposes therein expressed.

WITNESS my hand and official seal the date aforesaid.


NOTARY PUBLIC
My Commission Expires



(clients\vacbreak\uncoast.art)

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