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THANK YOU
from
Your Capital Connection



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

RECEIVED

96 SEP 19 PM 3:48
DIVISION OF CORPORATION

September 13, 1996

CAPITAL CONNECTION, INC.
P.O. BOX 10349
TALLAHASSEE, FL 32302

SUBJECT: INOVATIVE TRAVEL, INC.
Ref. Number: W96000019307

We have received your document for INOVATIVE TRAVEL, INC. and check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The registered agent must sign accepting the designation.

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.

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) 487-6926.

Teresa Brown
Corporate Specialist

Letter Number: 896A00042620

Corrected
Thanker!

FILED

96 SEP 19 PM 4:19

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF**

INNOVATIVE TRAVEL OF WATERS, INC.

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act (F.S.A. Chapter 607) does hereby adopt these Articles of Incorporation:

ARTICLE I. NAME AND ADDRESS

The name of the Corporation shall be INNOVATIVE TRAVEL OF WATERS, INC. and the address of the principal office and mailing address of the corporation shall be 1419 West Waters Avenue, Suite 121, Tampa, Florida, 33604.

ARTICLE II. PURPOSE

The Corporation is formed to engage in any and all lawful practices for which corporations may be organized under the Florida Business Corporation Act (F.S.A. Chapter 607). No other purpose limits this general purpose in any way.

ARTICLE III. TERM OF EXISTENCE

The Corporation shall have perpetual existence commencing on the date these Articles of Incorporation are filed with the Department of State of Florida.

ARTICLE IV. CAPITAL

The capital stock of the corporation shall be 1000 shares of common stock having a par value of \$ 1.00.

ARTICLE V. REGISTERED OFFICE AND AGENT

The address of the initial registered office of this Corporation is Charlene Juliano, Attorney, whose mailing address is 447 Third Avenue North, Suite 404, St. Petersburg, Florida, 33701.

ARTICLE VI. BOARD OF DIRECTORS

The business of the corporation shall be managed by its board of directors. The initial board of directors shall consist of one (1) member. The number of Directors may be increased or decreased from time to time in accordance with the By-Laws but shall never be less than one (1). The names and addresses of the members of the first board of directors are: **MICHELLE McNEILL, 1419 West Waters Avenue, Suite 121, Tampa, Florida, 33604**, and who shall also hold the positions of President and Treasurer.

ARTICLE VII. SUBSCRIBER(S)

The name and address of the person signing these Articles of Incorporation is: **MICHELLE McNEILL, 1419 West Waters Avenue, Suite 121, Tampa, Florida, 33604**, and who shall also hold the positions of President and Treasurer.

ARTICLE VIII. PREEMPTIVE RIGHTS

The Corporation elects to have preemptive rights, pursuant to Section 607.0630 Florida Statutes, as amended from time to time.

ARTICLE IX. AMENDMENT

The corporation reserves the right to amend or repeal any provisions in these Articles of Incorporation in the manner provided by law. Any right conferred on the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscribers executed these
Articles of Incorporation on Sep. 12th, 1996.

Michelle McNeill
MICHELLE MCNEILL

ACCEPTANCE BY DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

I, Charlene Juliano, Attorney, the undersigned person having been named as the registered agent and to accept service of process for the above-styled corporation at the place designated in this statement, 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.

Charlene Juliano, Attorney
Legal Building, Suite 404
447 Third Avenue North
St. Petersburg, Florida, 33701
(813) 822-6673
FBN: 0850251

FILED

96 SEP 19 PM 11:19

SECRET
TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, the undersigned subscribers executed these
Articles of Incorporation on _____, 1996.

MICHELLE MCNEILL

ACCEPTANCE BY DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

I, Charlene Juliano, Attorney, the undersigned person having been named as the registered agent and to accept service of process for the above-styled corporation at the place designated in this statement, 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.



Charlene Juliano, Attorney
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