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JERRY W. ALLENDER
ATTORNEY AT LAW
POST OFFICE BOX 1386
TITUSVILLE, FLORIDA 32781-1386

NORTH BREVARD OFFICE
118 COUNTRY CLUB DRIVE
TITUSVILLE, FLORIDA 32780
407 / 269-1511

October 16, 1996

CENTRAL BREVARD OFFICE
1485 NORTH ATLANTIC AVENUE
COCOA BEACH, FLORIDA 32931
407 / 784-5238

Corporate Records Bureau
Division of Corporations
Department of State
P. O. Box 6327
Tallahassee, FL 32301

600001982236--8
-10/22/96--01041--006
****122.50 ****122.50

Re: All Travel & Tours, Inc.

Gentlemen:

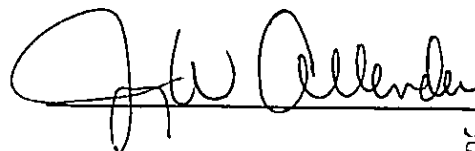
I enclose Articles of Incorporation and Designation of Registered Agent of the above-named corporation. Also enclosed is my check to cover the following costs:

Filing Fee	\$ 35.00
Certificate of Registered Agent	35.00
Certified Copy of Articles	<u>52.56</u>
	\$122.50

Please return the certified copy to the undersigned in the enclosed self-addressed, stamped envelope.

Very truly yours,

JERRY W. ALLENDER



JWA:gb
Encls.

96 OCT 21 PM 1:15
STATE
CORPORATIONS

9/10/22/96

ARTICLES OF INCORPORATION
OF
ALL TRAVEL & TOURS, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 OCT 21 PM 1:15

The undersigned subscriber to these Articles of Incorporation, being a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I.
NAME

The name of this corporation is: ALL TRAVEL & TOURS, INC.

ARTICLE II.
NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation is:

(a) To engage in, conduct, promote, advertise and carry on a travel service business, including arranging, planning and booking of worldwide passenger transportation, making reservations at hotels and resorts, making land arrangements for tours and local transportation and conducting tours, on a commission basis or on a buy, sell or charter basis.

(b) To engage in the business of transporting persons and/or property for hire by motor vehicle, aircraft, watercraft, and other means of conveyance as a common carrier or otherwise, and to acquire, own, operate, lease, and dispose of like businesses.

(c) To engage in any commercial, industrial, and agricultural enterprise calculated or designed to be profitable to this corporation and in conformity with the laws of the State of Florida;

To generally engage in, do and perform, any enterprise, act, or vocation that a natural person might or could do or perform;

To engage in the manufacture, sale, purchase, importing, and exporting of merchandise and personal property of all manner and description, to act as agents for the purchase, sale, and handling of goods, wares, and merchandise of any and all types and descriptions for the account of the corporation or as factor, agent, procurer, or otherwise for or on behalf of another.

(d) To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidence of indebtedness, and execute such mortgages, transfers of corporate property or other instruments to secure payment of corporate indebtedness as required.

The foregoing paragraphs shall be construed as enumeration both objects and powers of the corporation; and it is hereby expressly provided that the foregoing enumeration of specific powers shall not be held to limit or restrict in any manner the powers of this corporation.

ARTICLE III.
CAPITAL STOCK

The maximum shares of stock of the corporation authorized to be outstanding at any time is 2,000 shares of common stock, having a par value of \$1.00 per share.

ARTICLE IV.
INITIAL CAPITAL

The amount of capital with which this corporation shall begin business is Five Hundred Dollars (\$500.00).

ARTICLE V.
TERM OF EXISTENCE

The term of existence of this corporation shall be perpetual.

ARTICLE VI.
ADDRESS OF PRINCIPAL OFFICE

The address of the principal office of this corporation is 624 Wager Avenue, Titusville, Florida 32780, and the mailing address is Post Office Box 627, Titusville, Florida 32781-0627.

ARTICLE VII.
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 624 Wager Avenue, Titusville, Florida 32780, and the initial registered agent of this corporation at that address is JOCILLE TRAVIS.

ARTICLE VIII.
DIRECTORS

This corporation shall have at least one (1) and no more than six (6) directors, initially. The number of directors may be increased or diminished from time to time, by by-laws adopted by the stockholders, but shall never be less than one (1).

ARTICLE IX.
INITIAL DIRECTORS

The name and post office address of the first Board of Directors of this corporation are:

Name

Address

Jocille Travis

624 Wager Avenue
Titusville, FL 32780

ARTICLE X.
SUBSCRIBERS

The name and post office address of each subscriber of these Articles of Incorporation and the number of shares of stock each agrees to take are:

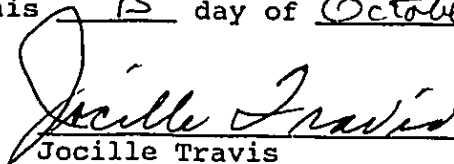
Name	Address	Shares
Jocille Travis	624 Wager Avenue Titusville, FL 32780	100

The proceeds of the stock subscribed for will be at least as much as the amount necessary to begin business.

ARTICLE XI.

These articles of incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed to them by the stockholders, and approved at a stockholder's meeting by a majority of the stock entitled to vote thereon, unless all the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, I have hereunto set my hand and seal at Titusville, Florida, this 15 day of October, 1996.


Jocille Travis

STATE OF FLORIDA)

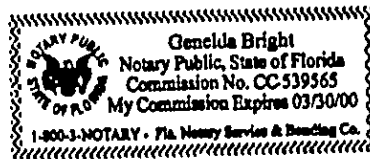
COUNTY OF BREVARD)

BEFORE ME, the undersigned authority, personally appeared JOCILLE TRAVIS, to me well known and known to me to be the person described in and who signed the foregoing Articles of Incorporation, and who acknowledged before me under oath that she signed the same freely and voluntarily for the uses and purposes therein expressed, and who produced a driver's license as identification.

WITNESS my hand and official seal at Titusville, Brevard
County, Florida, this 15th day of October, 1996.

Genelda Bright
Notary Public, State of Florida

My Commission Expires:



FILED
CLERK OF DISTRICT COURT
JACKSONVILLE, FLORIDA
96 OCT 21 PM 1:15

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

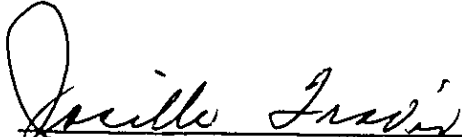
In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act.

FIRST: That ALL TRAVEL & TOURS, INC., desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation at 624 Wager Avenue, Titusville, County of Brevard, State of Florida has named JOCILLE TRAVIS, 624 Wager Avenue, Titusville, Florida 32780, as its agent to accept service of process within the state.

ACKNOWLEDGMENT

Having been named to accept service of process for the above-stated corporation, and place designated in the Certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.

SIGNED this 15 day of October, 1996.


Jocille Travis
Resident Agent