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FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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November 20, 1996

Division of Corporations  
409 E. Gaines Street  
Tallahassee FL 32399

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-11/21/96--01077--008  
\*\*\*\*122.50 \*\*\*\*122.50

Re: Reto's Florida Tours, Inc.

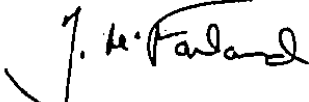
Dear Sir or Madam:

Please find enclosed for filing the articles of incorporation of the above corporation, as well as a check for \$122.50 to cover the filing fee and certified copy. Please send the certified copy back in the enclosed Federal Express envelope.

Thank you for your cooperation.

Sincerely,

Joseph B. McFarland, P.A.

  
Joseph B. McFarland  
For the Firm

JBM/bw  
Enclosures  
CC: Reto Badraun  
888/state.ltr

5/1  
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**ARTICLES OF INCORPORATION  
OF  
RETO'S FLORIDA TOURS, INC.**

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, does hereby form a corporation for profit under the laws of the State of Florida.

**ARTICLE I  
NAME**

The name of this corporation is Reto's Florida Tours, Inc.

**ARTICLE II  
PRINCIPAL OFFICE**

The principal place of business and mailing address of this corporation shall be:

1310 Gulf Boulevard, Unit 7B  
Clearwater, Florida 34630

**ARTICLE III  
COMMENCEMENT AND DURATION OF CORPORATE EXISTENCE**

The Corporation's existence shall commence on the date of execution and acknowledgment of these Articles of Incorporation. The period of the corporation's existence is perpetual.

**ARTICLE IV  
BUSINESS AND POWERS**

A. The general nature of the business or businesses to be transacted by the Corporation is:

(1) to engage in the tourist travel business;

and

(2) to engage in any activity or business permitted under the laws of the United States and the State of Florida.

B. The Corporation shall have power to do everything necessary, proper, advisable or convenient for the accomplishment of the purposes hereinbefore set forth, and to do all other things incidental thereto or connected therewith, which are not prohibited by statute or by these Articles of Incorporation.

**ARTICLE V**  
**AUTHORIZED SHARES**

The maximum number of shares of stock authorized to be issued by the Corporation is 200 shares of capital stock, all of which shares shall be common shares of the par value of \$1.00 per share and each of which shall have the same rights and privileges.

Each of the common shares shall entitle the holder thereof to one vote at any shareholders' meeting and otherwise to participate in all such meetings and in the assets of the Corporation. They shall be issued for such consideration as may be determined from time to time by the Board of Directors, provided that such consideration shall have a value at least equal to the full par value of such shares.

**ARTICLE VI**  
**PREEMPTIVE RIGHTS**

Each Shareholder of the Corporation shall have the right to purchase, subscribe for, or receive a right or rights to purchase or subscribe for, at the price for which it is offered to others, that Shareholder's pro rata portion of the following:

Any stock that the Corporation may issue or sell, whether or not exchangeable for any stock of the Corporation, and whether or not of unissued shares authorized by the Articles of Incorporation as originally filed or by any amendment thereof or out of shares of stock of the Corporation acquired by it after the issuance thereof, and whether issued for cash or other consideration.

**ARTICLE VII**  
**SHARE TRANSFER RESTRICTIONS**

Shares held by each Shareholder may not be sold or otherwise transferred to other persons unless first offered to this Corporation or to the remaining Shareholders in proportion to their shares. The price, terms and other provisions regarding this restriction may be specified by written agreement among the Shareholders, which agreement may expand this Article and which may also include the Corporation as a party. These restrictions are intended to provide for orderly changes in ownership of shares, and to serve other reasonable purposes.

**ARTICLE VI**  
**INITIAL REGISTERED OFFICE**

The street address of the initial registered office of the Corporation is 4830 W. Kennedy Blvd., Suite 750, Tampa, Florida, 33609 and the name of the initial registered agent at that address is Joseph B. McFarland.

**ARTICLE VII**  
**BOARD OF DIRECTORS**

A. Initial Board of Directors. The name and address of the initial director of the Corporation is:

Reto Badraun  
1310 Gulf Boulevard, Unit 7B  
Clearwater, Florida 34630

B. Number and Term. The Board of Directors shall be composed of no less than one (1) member who shall be elected at the annual meeting of shareholders to be held at the time and place prescribed in the By-Laws. The exact number of directors may be fixed by the By-Laws or by the shareholders. Directors need not be shareholders of the Corporation. They shall hold office after their election for a period of one year or until their successors are duly elected and qualified, subject to their resignation or their removal by shareholders at any time with or without cause. The initial members of the Board of Directors, as named in this Article, shall hold office for the first year of the existence of the Corporation or until their respective successors are duly elected and qualified.

C. Powers and Duties. Included among the powers and duties of the Board of Directors are the following:

- (1) electing the officers of the Corporation;
- (2) Exercising complete charge of the business of the Corporation, including electing committees of the Board and delegating to them, as well as to the officers of the Corporation, such powers in the conduct of the Corporation's business as may be deemed advisable;
- (3) determining the compensation of the officers, including those who may also be directors; and
- (4) specifying the conditions upon which certificates representing shares of the Corporation shall be issued, and replacing lost or destroyed certificates by a new issue.

The foregoing notwithstanding, the powers and duties of the Board of Directors shall be limited as may be provided in the By-Laws or resolutions of the shareholders.

Except as otherwise required by the laws of the State of Florida, the powers and duties of the Board of Directors may be delegated to an Executive Committee.

**ARTICLE VIII**  
**OFFICERS**

A. Officers of the Corporation shall consist of a President, Secretary, and Treasurer,

as well as such other officers as the Board of Directors may deem advisable.

B. Officers need not be shareholders of the Corporation.

C. All officers shall have rank, tenure of office, powers, and duties as may be prescribed by the By-Laws or the Directors by appropriate resolution.

D. The names and office of each of the first officers, each of whom shall hold office for the first year of the Corporation's existence or until their respective successors are duly elected and qualified, are:

Reto Badraun

President, Secretary/Treasurer

#### **ARTICLE IX INCORPORATOR**

The name and street address of the person signing these Articles is:

Joseph B. McFarland, Esq.  
4830 W. Kennedy Blvd., Suite 750  
Tampa FL 33609

#### **ARTICLE X INDEMNIFICATION**

A. Any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (including by or in the right of the Corporation) by reason of the fact that he or she is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer employee or agent of another corporation, partnership, joint venture, trust or other enterprise, shall be indemnified by the Corporation against expenses (including reasonable attorney's fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit or proceeding if he or she acted in good faith in a manner he or she reasonably believed to be in or not opposed to the best interest of the Corporation, and with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful, to the maximum intent permitted by and in the manner provided by the laws of the State of Florida.

B. The Corporation shall not, however, indemnify any director, officer or employee with respect to matters as to which he or she shall be finally adjudged in any such action, suit or

proceeding to be liable for negligence or misconduct in the performance of his duty to the Corporation as such director, officer or employee, or to be guilty of fraud or material misrepresentation to the Corporation, its Board of Directors, its shareholders, or to any other person, nor in respect of any matter on which any settlement or compromise is effected, where the settlement or compromise shall have substantially exceeded the expense which might have reasonably been incurred by such director, officer or employee in conducting such litigation to its final conclusion. The right of indemnification granted by this Article shall not be conclusive of other rights to which any director, officer or employee may be entitled as a matter of law. Furthermore, additional rights of indemnification may be provided in the By-Laws.

#### ARTICLE XI MISCELLANEOUS

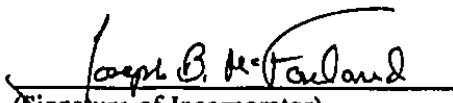
A. Other offices, Agencies and Branches

The Corporation may have other offices, agencies, or branches at such places either within or without the State of Florida as may be determined by the Board of Directors.

B. Location of Shareholders and Directors Meetings

Meetings of the shareholders and directors of the Corporation may be held at places within or without the State of Florida, and the place or places for the holding of such meetings may be specified in the By-Laws or by the Board of Directors.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 20<sup>th</sup> day of November, 1996.

  
(Signature of Incorporator)

STATE OF FLORIDA  
COUNTY OF HILLSBOROUGH

I HEREBY CERTIFY that before me, the undersigned authority, this day appeared Joseph B. McFarland, to me ☒ personally known or ( ) provided \_\_\_\_\_ as identification, and who signed the foregoing Articles of Incorporation, and who acknowledged before me that he/she executed the same freely and voluntarily for the uses and purposes herein

expressed.

WITNESS my hand and official seal at Tampa, Florida, this 20<sup>th</sup> day of November, 1996.

Nita Sue Outierrez  
NOTARY PUBLIC

State of Florida at Large

My Commission expires



NITA SUE OUTIERREZ  
MY COMMISSION # CC265802 EXPIRES  
February 10, 1997  
BONDED THRU TROY FAIR INSURANCE, INC.

ACCEPTANCE BY DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE

I, the undersigned person, having been named as registered agent and to accept service of process for the above-stated 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.

Date: November 20, 1996

Joseph B. McFarland  
Joseph B. McFarland

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