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December 6, 1996

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Secretary of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

RE: Dragonfly Expeditions, Inc.

Dear Sir or Madam:

Enclosed is an original and one copy of the Articles of Incorporation for Dragonfly Expeditions, Inc., together with check no. 158 in the amount of \$122.50 for the filing of same.

We are also enclosing a self-addressed stamped envelope for the return of the certified copy.

Your prompt attention to this matter is greatly appreciated.

Very truly yours,

Sandra L. Aleman

Sandra L. Aleman
Legal Assistant

/sla
Enclosures

m:12-6sec of state2

MARIA GAVE
AUTHORIZATION BY PHONE TO
CORRECT RA. NAME IN ART. V
DATE 12/12/96
DOC. EXAM. *mc*

FILED
96 DEC 12 PM 2:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

mc 12/12/96

ARTICLES OF INCORPORATION

OF

DRAGONFLY EXPEDITIONS, INC.

THE UNDERSIGNED, being of legal age, do hereby, for the purpose of becoming a corporation under the laws of the State of Florida authorizing the formation of corporation, make the following:

ARTICLE I

NAME OF CORPORATION

The name of the corporation shall be: DRAGONFLY EXPEDITIONS, INC.

ARTICLE II

GENERAL NATURE OF BUSINESS

The corporation may engage in any activity or business permitted under the laws of the United States, and of this State.

ARTICLE III

CORPORATE EXISTENCE

This corporation shall exist perpetually unless sooner dissolved according to laws.

ARTICLE IV

CAPITAL STOCK

The capital stock of this corporation shall be One Thousand (1,000) shares of common stock with a par value of One Dollar (\$1.00) per share.

ARTICLE V

PRINCIPAL OFFICE, REGISTERED OFFICE AND AGENT

The initial principal office shall be at 1825 Ponce de Leon Blvd., #369, Coral Gables, Florida 33134 and the registered agent and his address is Michael David Cushing, 1825 Ponce de Leon Blvd., #369, Coral Gables, Florida 33134 .

ARTICLE VI

NUMBER OF DIRECTORS

The number of directors constituting the initial Board of Directors of this corporation shall be one (1).

ARTICLE VII

FIRST BOARD OF DIRECTORS AND OFFICERS

The name and address of the member of the first Board of Directors to hold office for the first year of existence of the corporation, or until his successors are elected or appointed and have qualified, shall be:

Michael David Cushing
1825 Ponce de Leon Blvd. #369
Coral Gables, Florida 33134

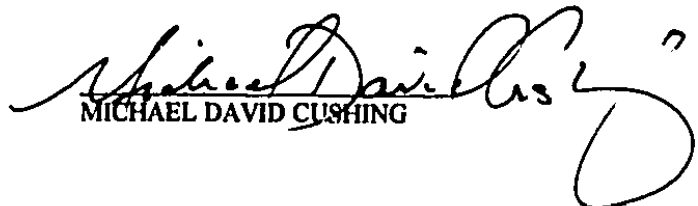
ARTICLE VIII

INCORPORATOR

The name and street address of the incorporator and subscriber of this corporation is:

Michael David Cushing
1825 Ponce de Leon Blvd. #369
Coral Gables, Florida 33134


IN WITNESS WHEREOF, the undersigned, for the purpose of forming a corporation, to do business both within and without the State of Florida, under the laws of Florida, do make and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true and hereunto set my hand and seal this 6 day of December, 1996.


MICHAEL DAVID CUSHING

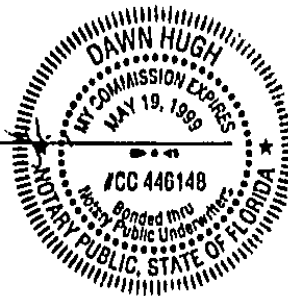
STATE OF FLORIDA)
COUNTY OF DADE)

BEFORE ME, the undersigned authority, personally appeared Michael David Cushing to me well known to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed the same freely and voluntarily for the purposes therein expressed.

WITNESS my hand and official seal this 6 day of December, 1996.



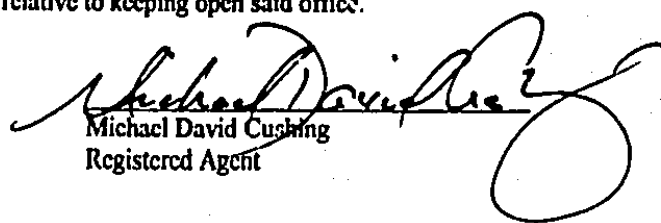
Notary Public
State of Florida



My Commission Expires:

ACKNOWLEDGMENT

The undersigned having been named Registered Agent to accept service of process for DRAGONFLY EXPEDITIONS, INC. at 1825 Ponce de Leon Blvd., #369, Coral Gables, Florida 33134 designated in the Articles of Incorporation, hereby agrees to act in this capacity and agrees to comply with the provisions of the laws of the State of Florida, relative to keeping open said office.



Michael David Cushing
Registered Agent

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FILED
96 DEC 12 PM 2:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA