

Ingo K. Kozak
4B Atrium Circle
Atlantis, Florida 33462

December 18, 1996

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

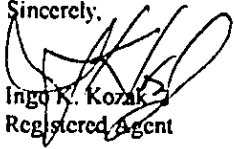
SECRET
DIVISION OF CORPORATIONS
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Ref: Incorporation

Request the documents attached be processed and the corporation registered as a Florida Corporation. A check for \$122.00 is enclosed along with a statement by the registered agent for processing the incorporation documents.

If you have any question about the documents, please call the agent (undersigned) at 1-800-789-0830.

Sincerely,


Ingo K. Kozak
Registered Agent

Attachments

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ARTICLES OF INCORPORATION

OF

The Camelot Group Inc.

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THE UNDERSIGNED acting as Incorporators of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation.

1. Name. The name of this corporation is The Camelot Group Inc.
2. Duration. The period of its duration is perpetual
3. Purpose. The purpose is to engage in any activities or business permitted under the laws of the United States and Florida, including, but not limited to providing tour and meeting planning service.
4. Capital Stock. The corporation is authorized to issue 1000 shares, all of one class, at \$.01 par value.
5. Initial Registered Office and Agent. The name and address of the registered agent and principal office of this corporation is as follows:

Ingo K. Kozak
4B Atrium Circle
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6. Initial Board of Directors. This corporation shall have two (2) directors initially. The number of directors may be increased or decreased from time to time by an amendment of the By-Laws of the corporation in the manner provided by law, but shall never be less than two.

The names and addresses of the initial directors of this corporation are :

<u>Name</u>	<u>Address</u>
Cindy J. Kozak	4B Atrium Circle Atlantis, Florida 33462
Ruth A. Werth	620NW 13th Stret #15 Boca Raton, Florida 33486

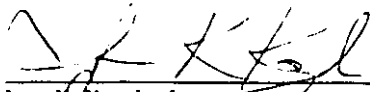
7. Incorporators. The names and addresses of the Incorporators signing these Articles of Incorporation are:

<u>Name</u>	<u>Address</u>
Ingo K. Kozak	4B Atrium Circle Atlantis, Florida 33462
Ruth A. Werth	620NW 13th Stret #15 Boca Raton, Florida 33486

8 Amendment of Articles This corporation reserves the right to amend or repeal any portions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation

9 Preemptive Rights Each shareholder of this corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in this corporation that may from time to time be issued (whether or not presently authorized), including shares from the Treasury of this corporation in the ratio that the number of shares he/she holds at the time of issue bears to the total number of shares outstanding, inclusive of Treasury shares. This right shall be deemed waived by any shareholder that does not exercise it and pay for the shares preempted within fifteen (15) days of the receipt of a notice in writing from the corporation, stating the prices, terms and conditions of the issue of shares, and inviting him/her to exercise his preemptive rights. This right may also be waived by affirmative written waiver submitted by the shareholder to the corporation within fifteen (15) days of receipt of notice from the corporation

IN WITNESS WHEREOF, the undersigned Incorporators have executed these Articles of Incorporation this 12th day of December, 1996



Ingo K. Kozak, Incorporator



Ruth A. Werth, Incorporator

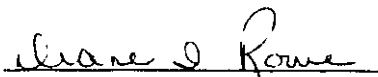


Ingo K. Kozak, Registered Agent

STATE OF FLORIDA
COUNTY OF

BEFORE ME, the undersigned authority, personally appeared Ingo K. Kozak and Ruth to me known to be the persons who executed the foregoing Articles of Incorporation and they acknowledged to and before me that they executed such instrument.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 12 day of December, 1996



Notary Public, State of Florida

My Commission Expires



Diane I. Rowe
MY COMMISSION # 00522449 EXPIRES
January 3, 2000
BONDED THRU TROY FAIR INSURANCE, INC.

Ingo K. Kozak
4B Atrium Circle
Atlantis, Florida 33462

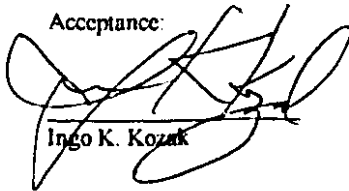
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The Camelot Group Inc.
4B Atrium Circle
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RE: Incorporation

I Ingo K. Kozak herewith accept to be the registered agent for The Camelot Group Inc. which is being registered as a Florida corporation. I am familiar with and accept the duties and responsibilities as the registered agent for said corporation.

Acceptance:



Ingo K. Kozak

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