

P96000103924

GLOBAL ACCESS

GROUP OF CORPORATIONS
217 North Westmonte Drive, Suite 2009
Altamonte Springs, Florida 32714
407-865-7888 *fax 407-865-7865

Legal Department

John R. Snow, Esq. General Counsel

November 12, 1996

Loria Poole
Corporate Specialist
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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-11/07/96--01088--009
****140.00 *****70.00

Re: W96000023798; Global Tours, Inc.

Dear Ms. Poole:

We have received yours of November 8 and would request that you re-evaluate the situation. The other company does not sell to the public and is located in a completely different market. When we checked with your office as to the company name originally, we were informed that there were no conflicts. Their name has been the same since 1992.

Additionally, we see no chance of confusion. The name Global Tours, Inc. is substantially distinct from Global Touring, Inc. We had thought that the latter related to bicycling!

Please review this matter with anyone who may be able to allow us to use the referenced name. Based on our earlier call, we expended considerable sums in printing. Thank you.

Very truly yours,

John R. Snow
* John R. (Jack) Snow * *contact Anson*
General Counsel

c: J. Michael Manning
JRS/js

C:\WP\DOCS\GLOBAL\Global Tours\Letter to secy of state

FILED
96 NOV -7 AM 9:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

OK per KB 11/18



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

November 8, 1996

JOHN R. SNOW
217 NORTH WESTMONTE DR
SUITE 2009
ALTAMONTE SPRINGS, FL 32779

SUBJECT: GLOBAL TOURS, INC.
Ref. Number: W96000023798

FILED
96 NOV -7 AM 9:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We have received your document for GLOBAL TOURS, INC. and check(s) totaling \$140.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

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.

We regret that we were unable to contact you by phone. Please return the corrected document with a letter providing us with a telephone number where you can be reached during working hours.

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) 487-6934.

Loria Poole
Corporate Specialist

Letter Number: 996A00051308

ARTICLES OF INCORPORATION
OF
Global Tours, Inc.

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96 NOV -7 AM 9:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as Incorporator of a corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation for such corporation:

ARTICLE I - NAME

The name of this corporation is Global Tours, Inc.

ARTICLE II - DURATION

This corporation shall exist in perpetuity commencing on the date of issuance of the approval of the corporation by the Secretary of State.

ARTICLE III - PURPOSE

This corporation is organized for the purpose to engage in any activities or business permitted under the laws of the United States and Florida.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue one thousand (1,000) shares of ten cents (\$0.10) par value common stock which shall be designated "Common Shares."

ARTICLE V - PREEMPTIVE RIGHTS

Each shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that he already holds, shall have the right to purchase his pro rata share thereof (as nearly may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 217 North Westmonte Drive, Suite 2009, Altamonte Springs, Florida 32779, and the name of the initial registered agent of this corporation is Patrick J. Manning 217 North Westmonte Drive, Suite 2009, Altamonte Springs, Florida 32779, who by his signature at the end hereof, accepts such designation.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have three (3) directors initially. The number of directors may be either increased or decreased from time to time by an amendment of the By-Laws of this corporation, in the manner provided by law, but shall never be fewer than one (1).

The name and address of the initial directors of this corporation are:

<u>Name</u>	<u>Address</u>	<u>Title</u>
Patrick Manning	217 North Westmonte Drive, Suite 2009, Altamonte Springs, Florida 32779	Chairman/Director
John R. Snow	217 North Westmonte Drive, Suite 2009, Altamonte Springs, Florida 32779	Secretary/Director
Javier Alvarez	217 North Westmonte Drive, Suite 2009, Altamonte Springs, Florida 32779	Vice President/Director

ARTICLE VIII - INITIAL PLACE OF BUSINESS

The initial place of business of this corporation shall be 217 North Westmonte Drive, Suite 2009, Altamonte Springs, Florida 32779, with the privilege of having branch offices within or without the State of Florida.

ARTICLE IX - INCORPORATOR

The name and address of the Incorporator signing these Articles of Incorporation are: Patrick Manning, 217 North Westmonte Drive, Suite 2009, Altamonte Springs, Florida 32779

ARTICLE X - INDEMNIFICATION

This corporation shall have the power to indemnify, to the maximum extent permitted by law, as amended from time to time, by express provision in its By-Laws, by agreement, or by majority vote of either its shareholders or disinterested directors, present or former shareholders, directors and/or officers, agents, and/or employees of this corporation.

ARTICLE XI - AMENDMENT OF ARTICLES

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

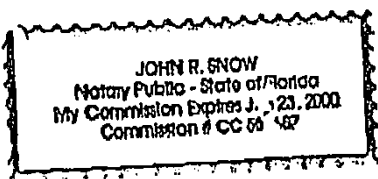
IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation, this 6th day of November, 1996.

Patrick Manning, Incorporator

STATE OF FLORIDA
COUNTY OF SEMINOLE

BEFORE ME, the undersigned authority, personally appeared Patrick Manning, to me known to be the person who executed the foregoing Articles of Incorporation, and acknowledged to and before me that he executed such instrument for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 6th day of November, 1996.



John R. Snow
Notary Public, State of Florida
My commission expires:

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Having been named Registered Agent for the above named corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Nov. 6, 1996
Date

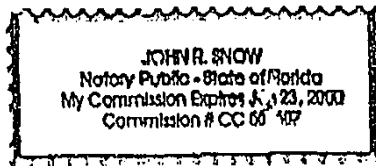
Patrick Manning
Registered Agent

STATE OF FLORIDA
COUNTY OF SEMINOLE

BEFORE ME, the undersigned authority, this day personally appeared Patrick Manning, 217 North Westmonte Drive, Suite 2009, Altamonte Springs, Florida 32779 to me personally known,

who after being first duly sworn deposes and says that he signed the foregoing Certificate of Acceptance of registered Agent freely, voluntarily and for the purposes therein expressed.

SWORN TO AND SUBSCRIBED before me this 14th day of November, 1996.



John R. Snow
Notary Public, State of Florida
My commission expires:

CAWPDOCS\GLOBAL\Global Tours\Global Tours

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96 NOV -7 AM 9:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA