

P96000104276
Visitors Pass International

2909 Bay to Bay Boulevard, Suite 108
Tampa, Florida 33629
(813) 839-1677

Hon. Sandra Mortham
Department of State
Division of Corporations
409 East Gaines St.
Tallahassee, FL 32399-0250

December 12, 1996

800002036518--7
-12/24/96--01043--001
****122.50 ****122.50

Attention: Bureau of Corporate Records

Gentlemen:

Enclosed herewith find original Articles of Incorporation for referenced corporation, original Certificate Designating Resident Agent, and check in the sum of \$122.50 to cover the registration and other filing expenses.

Also enclosed is fully executed copy of said Articles of Incorporation. Please certify said copy and forward it to this office for the files of the corporation.

Thank you very much for your cooperation.

Sincerely,


William C. Knopke II

Enclosures/ check - \$122.50
Original and 1 copy of Articles; and
Original Certificate Designating Resident Agent

FILED
96 DEC 23 AM 7:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

12/31/96
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ARTICLES OF INCORPORATION
OF
VISITORS PASS INTERNATIONAL, INC.

The undersigned subscribers to these Articles of Incorporation, being natural persons competent to contract, hereby form a corporation for profit under the laws of the State of Florida.

ARTICLE I.

The name of the corporation shall be: VISITORS PASS, INC.

ARTICLE II.

The general character or nature of the business to be transacted by this corporation shall be as follows:

To provide all aspects of travel to include, but not limited to, packaging several tourist attractions under one visitors pass and selling it to the general public, and engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE III.

The maximum number of shares of capital stock authorized shall be one million (1,000,000), which shares shall be of a par value of One Dollar (\$1.00) each, and each of said shares shall entitle the holder thereof to one (1) vote any meeting of stockholders. All or any part of said capital stock may be paid in cash, property, or in labor or services, or a combination thereof, at a fair valuation to be fixed by the Board of Directors at a meeting called for such purpose. All stock when issued and fully paid for shall be non-assessable.

ARTICLE IV.

The amount of capital which this corporation shall begin business shall be FIVE THOUSAND DOLLARS (\$5,000.00).

ARTICLE V.

This corporation shall have perpetual existence.

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TALLAHASSEE, FLORIDA

ARTICLE VI.

The principle office of the corporation shall be located at Suite 300 at 1106 North Franklin Street, Tampa, Florida, but the corporation shall have the power to establish branch offices and other places of business at such other place or places within or without the State of Florida as may be determined and deemed expedient by the Board of Directors.

ARTICLE VII.

There shall be a Board of Directors for this corporation which shall consist of not less than three (3) nor more than fifteen (15), the number of which shall be fixed by the Board of Directors or by the corporate By-Laws. Each of which said Directors shall be of full age and at least one thereof shall be a citizen of the United States. A quorum for the transaction of business shall be a majority of the Directors, qualified and active, and the act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Directors. Subject to the By-laws, if any, adopted by the stockholders, the Directors may make the By-Laws, and meetings of the Directors may be held within or without the State of Florida. Directors need not be stockholders.

ARTICLE VIII.

The names and addresses of the officers and the first Board of Directors who, subject to this Charter, By-Laws of the corporation, and the Laws of the State of Florida, shall hold office for the first year of the corporation's existence, or until an election is held and their successors have been duly elected and qualified, are:

NAMES

ADDRESSES

WILLIAM C. KNOPKE II
Chairman of the Board
Director

2611 Bayshore Blvd.
Tampa, Florida 33629

ARMANDO G. REMO, JR.
Treasurer
Director

8619 Huntfield Street
Tampa, Florida 33629

GEORGE BENFORD
President
Director


66 Bay Woods Drive
Safety Harbor, FL 34695

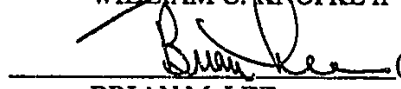
ARTICLE IX.

The name and address of each subscriber to this Certificate of Incorporation, and the number of shares he is to take, is:

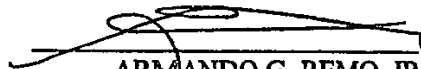
<u>NAMES</u>	<u>ADDRESSES</u>	<u>SHARES</u>
INTRAV RECEPTIVE SERVICES, INC.	2909 Bay to Bay Boulevard Tampa, Florida 33629	800
George Benford	66 Bay Woods Drive Safety Harbor, FL 34695	200

IN WITNESS WHEREOF, we have hereunto set our hands and seals, acknowledged and filed the foregoing Certificate of Incorporation, under the existing laws of the State of Florida.

 (SEAL)
WILLIAM C. KNOPKE II

 (SEAL)
BRIAN M. LEE

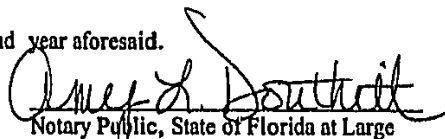
 (SEAL)
GEORGE BENFORD

 (SEAL)
ARMANDO G. REMO, JR.

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

BEFORE ME, the undersigned authority, on this, the 6th day of December, 1996, personally appeared WILLIAM C. KNOPKE II, BRIAN M. LEE, ARMANDO G. REMO AND GEORGE BENFORD, to me well known to be the persons described in and who signed the foregoing Certificate of Incorporation, and acknowledged before me that they executed the same freely and voluntarily for the uses and purposes therein expressed.

WITNESS my hand and official seal on the date and year aforesaid.


Notary Public, State of Florida at Large
My Commission expires: _____

PREPARED BY:
William C. Knopke II
2611 Bayshore Blvd.
Tampa, Florida 33629



AMY L. DOUTHITT
COMMISSION # 421388
EXPIRES NOV 17, 1998

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE 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 Visitors Pass International desiring to organize under the laws of the State of Florida,
with its principle office, as indicated in the articles of incorporation at City of Tampa, County of
Hillsborough, State of Florida, has named William C. Knopke II located at 2611 Bayshore Blvd.
#105, City of Tampa, County of Hillsborough, State of Florida, as its agent to accept service of
process within this State.

ACKNOWLEDGMENT:

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

BY: _____

William C. Knopke II, Resident Agent
2611 Bayshore Blvd.
Tampa, FL 33629

FILED
DEC 23 AM 7:50
CLERK OF STATE
TALLAHASSEE, FLORIDA