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STRAUGHN, STRAUGHN & TURNER, P.A.

ATTORNEYS AND COUNSELORS AT LAW

255 MAGNOLIA AVENUE

POST OFFICE BOX 2295

WINTER HAVEN, FLORIDA

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JACK STRAUGHN
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December 23, 1996

Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

100002038311--2
12/26/96--01024--021
***122.50 ***122.50

RE: FORMULA ONE OFFSHORE TOUR, INC.

Dear Sir:

Enclosed for filing, please find the Articles of Incorporation, together with the Registered Agent form. Also enclosed, is my firm's check in the amount of \$122.50 to cover the cost of your fee.

Please forward a certified copy to this office.

Thanking you in advance for your assistance in this matter, Should you have any questions, please do not hesitate to contact me.

Sincerely yours,

STRAUGHN, STRAUGHN & TURNER, P.A.

RICHARD E. STRAUGHN

RES/kr
enclosure

SEAL
TALLAHASSEE, FLORIDA

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DEC 31 1996

**ARTICLES OF INCORPORATION
OF
FORMULA ONE OFFSHORE TOUR, INC.**

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TALLAHASSEE, FLORIDA

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

ARTICLE I - NAME

The name of the corporation is FORMULA ONE OFFSHORE TOUR, INC., whose address is: 255 Magnolia Avenue, S.W., Winter Haven, Florida 33880.

ARTICLE II - PURPOSE

The Corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE III - CAPITAL STOCK

The total authorized capital stock of this Corporation shall be 7,500 shares of common stock at \$1.00 par value, all of said common stock fully paid and non-assessable.

ARTICLE IV - PREEMPTIVE RIGHTS

The shareholders of this Corporation shall have preemptive rights to the Corporation's common stock.

ARTICLE V. - TERM OF EXISTENCE

The Corporation shall have perpetual existence, unless sooner dissolved according to law.

ARTICLE VI - ADDRESS

The principal office of this Corporation shall be 255 Magnolia Avenue, S.W., Winter Haven, Florida 33880, but the Corporation shall have the power to establish branch offices and

other places of business at such other place within or without the State of Florida, as may be determined and deemed expedient by the Board of Directors.

ARTICLE VII - DIRECTORS

This Corporation shall have two (2) Directors initially, the number of Directors may be increased or diminished from time to time according to By-Laws adopted by the Stockholders, but shall never be less than one.

ARTICLE VIII - ORIGINAL DIRECTORS

The name and address of the members of the first Board of Directors, is:

Richard E. Straughn	255 Magnolia Avenue, S.W. Winter Haven, Florida 33880
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Gary Garbrecht	255 Magnolia Avenue, S.W. Winter Haven, Florida 33880
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ARTICLE IX. - SUBSCRIBER

The names and addresses of the Subscribers to the Certificate of Incorporation of this Corporation, are:

Richard E. Straughn	255 Magnolia Avenue, S.W. Winter Haven, Florida 33880
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IN WITNESS WHEREOF, the Subscribers have hereunto set their hand and seal and acknowledged and filed the foregoing Articles of Incorporation in the office of the Secretary of State, this 23^d day of December, 1996.


RICHARD E. STRAUGHN

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In Pursuant of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

FIRST--- **FORMULA ONE OFFSHORE TOUR, INC., INC.**, desiring to organize under the Laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, in the City of **WINTER HAVEN** State of **FLORIDA**, has named, **RICHARD E. STRAUGHN**, located 255 Magnolia Avenue, S.W., Winter Haven, Florida 33880, as its Agent to accept Service of Process within this State.

ACKNOWLEDGEMENT: (Must be signed by Registered Agent).

Having been named to accept service of process for the above state Corporation, at the place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said act relative to keeping open said office.


RICHARD E. STRAUGHN

FILE
TALLAHASSEE, FLORIDA

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