

**CAREY, O'MALLEY, WHITAKER & MANSON, P.A.**

ATTORNEYS AT LAW

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January 16, 1997

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Corporate Records Bureau  
Division of Corporations  
Department of State  
Post Office Box 327  
Tallahassee, Florida 32314

600002062496--5  
-01/17/97--01117--019  
\*\*\*\*245.00 \*\*\*\*122.50

Re: Phoenix Tours and Travel Corp.

To Whom It May Concern:

Enclosed are two originals of Articles of Incorporation for the above-named corporation. Please file one original and certify and return one original to me. A self-addressed envelope is included for your convenience.

Also enclosed is our firm check in the amount of \$122.50, to cover the following costs:

1.	Filing fee	\$35.00
2.	Designation of Registered Agent	35.00
3.	Certified copy of Charter	<u>52.50</u>
	<b>Total</b>	<b>\$122.50</b>

Thank you. If you have any questions, please give me a call.

Sincerely,

CAREY, O'MALLEY, WHITAKER & MANSON, P.A.

*Nancy Barnes*  
Nancy Barnes, Paralegal

NRB/trn  
Enclosures

cc: Phoenix Tours and Travel Corp.

**ARTICLES OF INCORPORATION  
OF  
PHOENIX TOURS AND TRAVEL CORP.**

**FILED**  
97 JAN 17 PM 12:35  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

The undersigned hereby organizes a corporation for profit under the provisions of the Florida Business Corporation Act, and pursuant to the following Articles of Incorporation.

**ARTICLE 1**

**Name**

The name of this corporation is: Phoenix Tours and Travel Corp.

**ARTICLE 2**

**Mailing Address**

The mailing address of this corporation is 6324 County Road 579, One Mile North of I-4, Seffner, Florida 33687.

**ARTICLE 3**

**Shares**

This corporation is authorized to issue Seven Thousand Five Hundred (7,500) shares of One Dollar (\$1.00) par value common stock.

**ARTICLE 4**

**Initial Registered Office and Agent**

The street address of the initial registered office of this corporation is 100 South Ashley Drive, Suite 1190, Tampa, Florida 33602, and the name of the initial registered agent of this corporation at that address is Michael R. Carey.

**ARTICLE 5**

**Incorporator**

The name and address of the person signing these Articles is:

John Stanton  
6324 County Road 579  
Seffner, Florida 33687

**ARTICLE 6**

**Initial Board of Directors**

This corporation shall have three directors initially. The number of directors may be either increased or diminished from time to time by the Bylaws, but shall never be less than one (1). The names and addresses of the initial directors of this corporation are:

John Stanton  
Post Office Box 24567  
Tampa, Florida 33623-4567

Susan Wade  
Post Office Box 34567  
Tampa, Florida 33623-4567

Erin McCarthy  
Post Office Box 24567  
Tampa, Florida 33623-4567

The method of election of directors will be as stated in the Bylaws.

**ARTICLE 7**

**Indemnification**

The corporation may enter into indemnification agreements and adopt Bylaw provisions for indemnification of any officer or director, or any former officer or director, or may provide, at the corporation's election, for indemnification of any officer or director, or any former officer or director, without agreement or Bylaw provisions to the full extent permitted by law. The corporation shall not be subject to court-ordered indemnification pursuant to Section 607.0850(9), Florida Statutes.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation, this 15<sup>th</sup> day of January, 1997.

  
\_\_\_\_\_  
John Stanton

STATE OF FLORIDA  
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 15<sup>th</sup> day of January, 1997 by John Stanton, who is personally known to me or who has produced \_\_\_\_\_ as identification.



Michael R. Carey  
Name typed/printed MICHAEL R. CAREY  
Notary Public, State of Florida  
Commission No. and Seal:

**Acceptance of Registered Agent**

Having been named as registered agent to accept service of process for the above-stated corporation at the place designated in this certificate, I hereby accept the appointment of registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Michael R. Carey  
Michael R. Carey

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TALLAHASSEE FLORIDA