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SCOTT D. GLASSMAN

909 North Dixie Highway
West Palm Beach, Florida 33401

ATTORNEY AT LAW

(407) 655-2028
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January 30, 1997

Florida Department of State
Division of Corporation
PO Box 6327
Tallahassee, FL 32314

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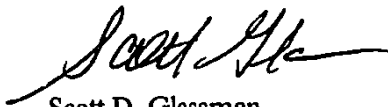
Dear Secretary of State:

Enclosed herein please find an original and copies of Articles of Incorporation for Anchors Away Travel & Tours, Inc. I am also enclosing an Acceptance of Appointment of Registered Agent. Please file the original Articles and provide me with a certified copy.

I am enclosing a check for \$122.50 to cover the filing costs and cost of the certified copy.

Thank you.

Sincerely,



Scott D. Glassman

SDG/tdb
enclosures

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2/5/97
JD

**ARTICLES OF INCORPORATION
OF
ANCHORS AWAY TRAVEL & TOURS, INC.**

We, the undersigned, hereby associate ourselves for the purpose of becoming incorporated under the laws of the State of Florida, providing for the formation, liability, rights, privileges, and immunities of a corporation for profit.

ARTICLE I

The name of this corporation is Anchors Away Travel & Tours, Inc.

ARTICLE II

The general nature of the business and the objects and purposes proposed to be transacted and carried on are to do any and all of the things herein mentioned as fully and to the same extent as natural persons might or could do, viz:

- a) To operate a travel services company.
- b) Generally, to make and perform contracts of any kind and description and for the purpose of attaining any of the objectives of the corporation; to do and perform any other act or thing; and to exercise any and all powers which a co-partnership or natural person could do and exercise, and which now are or hereafter may be authorized by law; and, generally to do and perform any and all things necessary or incident to the performing and carrying out of the powers hereinabove specifically delegated or implied; and,
- c) To do any and all things that any natural person might do.

ARTICLE III

The total number of shares of capital stock which may be issued by this corporation is three hundred (300) shares of no par value; all of which shall be common stock and shall be fully paid and non-assessable. No additional shares may be authorized without unanimous approval of the

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

shareholders.

ARTICLE IV

The amount of capital with which this corporation shall commence business is Five Hundred Dollars (\$500.00) capital money paid in.

ARTICLE V

The principal place of business of said corporation shall be at 101 14 Military Trail, Boynton Beach, Florida 33436, or at such other place as is, from time to time designated by the Board of Directors.

ARTICLE VI

The number of Directors of this corporation shall be five (5).

ARTICLE VII

This corporation shall have perpetual existence.

ARTICLE VIII

The name and post office address of the first Board of Directors of this corporation who shall hold office for the first year, or until successors are chosen, shall be:

| | |
|----------------|---|
| Gerald Komblum | 6094 Terra Mere Circle, Boynton Beach, FL 33437 |
|----------------|---|

| | |
|----------------|---|
| Daniel Carrier | 10114 Military Trail, Boynton Beach, FL 33436 |
|----------------|---|

| | |
|----------------|---|
| Ondina Carrier | 10114 Military Trail, Boynton Beach, FL 33436 |
|----------------|---|

| | |
|-------------|---|
| Lucy Sazant | 16823 Knightbridge Lane, Delray Beach, FL 33484 |
|-------------|---|

| | |
|---------------|---|
| Gerald Sazant | 16823 Knightbridge Lane, Delray Beach, FL 33484 |
|---------------|---|

ARTICLE IX

The name and post office address of each incorporator is:

| | |
|----------------|---|
| Gerald Komblum | 6094 Terra Mere Circle, Boynton Beach, FL 33437 |
|----------------|---|

Lucy Sazant

16823 Knightbridge Lane, Delray Beach, FL 33484

Daniel Carrier

10114 Military Trail, Boynton Beach, FL 33436

ARTICLE X

These Articles of Incorporation may only be amended by a unanimous vote of the shareholders.

ARTICLE XI

The Registered Agent of this corporation shall be Lucy Sazant, 16823 Knightbridge Lane, Delray Beach, FL 33484, and shall serve until time as the corporation sees fit to name a new Registered Agent.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation on this 31st day of January, 1997.


GERALD KORNBLUM

STATE OF FLORIDA
COUNTY OF PALM BEACH

BEFORE ME, the undersigned Notary Public, personally appeared GERALD KORNBLUM, to me known to be the individual described in and who executed the above and foregoing Articles of Incorporation, and they acknowledged before me that he executed the same for the purposes herein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal this 31st day of January, 1997.


NOTARY PUBLIC

My Commission Expires: 10-10-02



IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of

Incorporation on this 31st day of January, 1997.

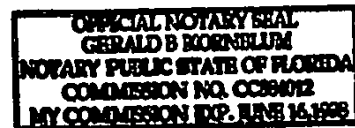
Daniel Carrier
DANIEL CARRIER

STATE OF FLORIDA
COUNTY OF PALM BEACH

BEFORE ME, the undersigned Notary Public, personally appeared DANIEL CARRIER,
to me known to be the individual described in and who executed the above and foregoing
Articles of Incorporation, and they acknowledged before me that he executed the same for the
purposes herein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal this 31st day of
January, 1997.

Gerald B. Koenig
NOTARY PUBLIC
My Commission Expires: June 16, 1998



IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of

Incorporation on this 31st day of January, 1997.

Lucy Szant
LUCY SAZANT

STATE OF FLORIDA
COUNTY OF PALM BEACH

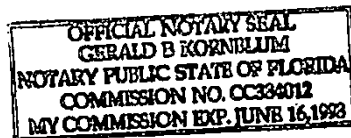
BEFORE ME, the undersigned Notary Public, personally appeared LUCY SAZANT, to
me known to be the individual described in and who executed the above and foregoing Articles
of Incorporation, and they acknowledged before me that she executed the same for the purposes
herein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal this 31st day of

January, 1997.


NOTARY PUBLIC

My Commission Expires: June 16, 1998



CONSENT TO APPOINTMENT OF REGISTERED AGENT

The undersigned hereby consents to this appointment as Registered Agent of this corporation and confirms his address herein and agrees to serve in that capacity.

Dated at West Palm Beach, Florida, this 31st day of January, 1997.


LUCY SZANT

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TALLAHASSEE, FLORIDA