

P97000018452

AFRICAN
PRIDE
SAFARIS

African Pride Safaris, Inc
4820 US Highway 98 North
Lakeland, FL 33809

TEL : 941 853 9608
FAX : 941 859 6146
TOLL : 888 APS 4 TNA (Air & Land)
800 AFRICA 5 (IGTA)

November 5, 1996

Secretary Of State
Corporate Records Bureau
P.O. Box 6327
Tallahassee, FL 32310

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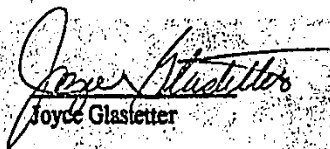
RE: African Pride Safaris, Inc.

Gentlemen:

Enclosed please find the Articles of Incorporation for the aforementioned new corporation. Enclosed please find my check in the amount of \$122.50, for the filing fee, certified copy fee registered agent fee and charter tax.

Should any of this be lacking in order to comply with the laws of the state of Florida, Please do not hesitate to contact me.

very truly yours,


Joyce Glasetter

/rci

Enclosures

615-611-
W96-24270

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 FEB 27 PM 12:58

Associated with Travel Network of America Inc

9/27/97



African Pride Safaris, Inc.
1031 North Miami Beach Blvd.
North Miami Beach, FL 33162
Tel: 305 919-7490
Toll: 800 AFRICA-5
FAX: 305 751-6362

In association with
Travel Network of America, Inc.

Secretary of State
Corporate Records Bureau
P.O. Box 6327
Tallahassee, FL 32310

February 24, 1997

RE: African Pride Safaris

Please find attached revised Articles of Incorporation. Included are the amendments you requested. Also, note directors of corporation have changed. A copy of the check for filing fee is also enclosed.

Very Truly Yours,

A handwritten signature in cursive script, appearing to read "Ross A.J. Gore".
Ross A.J. Gore

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 FEB 27 PM 12:58



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 FEB 27 PM 12: 58

November 15, 1996

AFRICAN PRIDE SAFARIS, INC
ATTN: JOYCE GLASTETTER
4820 US HIGHWAY 98 NORTH
LAKELAND, FL 33809

SUBJECT: AFRICAN PRIDE SAFARIS, INC.
Ref. Number: W96000024270

We have received your document for AFRICAN PRIDE SAFARIS, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation"); and the registered agent's signature.

The registered agent must sign accepting the designation.

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) 487-6973.

Claretha Golden
Document Specialist

Letter Number: 696A00052262

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SECRETARY OF STATE
DIVISION OF CORPORATIONS

97 FEB 27 PM 12:58

ARTICLES OF INCORPORATION
OF
AFRICAN PRIDE SAFARIS, INC

ARTICLE I - NAME

The name of this corporation is African Pride Safaris, Inc., the mailing address is 1031 N. Miami Beach Blvd., N. Miami Beach, FL 33162.

ARTICLE II - DURATION

This Corporation shall exist perpetually commencing on the date these Articles are filed.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of conducting any lawful business for which corporations may be incorporated under the Florida General Corporations Act.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 3000 shares of stock at \$10.00 par value, which said shares shall be designated as "Common Shares".

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 1031 N. Miami Beach Blvd., N. Miami Beach, FL 33162. The registering agent is Ross Gore, President of African Pride Safaris.

ARTICLE VI - PRINCIPAL OFFICE

The street address of the principal office is 1031 N. Miami Beach Blvd., N. Miami Beach, FL. The Principal agent is Ross Gore, President of African Pride Safaris.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) initial directors. The number of directors may increase from time to time by the By-Laws but shall never be less than two (2). The name and addresses of the initial directors of this corporation are:

ROSS GORE
1031 N. MIAMI BEACH BLVD
N. MIAMI BEACH, FL 33138

GLENN BARCHESKI
1031 N. MIAMI BEACH BLVD
N. MIAMI BEACH, FL 33138

ARTICLE VIII - INCORPORATION

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

ROSS GORE
1031 N. MIAMI BEACH BLVD
N. MIAMI BEACH, FL 33162

GLENN BARCHESKI
1031 N. MIAMI BEACH BLVD
N. MIAMI BEACH, FL 33162

ARTICLE IX

This corporation shall have all of the Corporate powers enumerated in the Florida General Corporation Act.

ARTICLE X - AMENDMENT

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

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 19th day of February 19 97

Ross A. Gore
Ross A. Gore

STATE OF FLORIDA

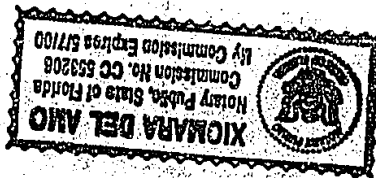
COUNTY OF Lake

Before me, the undersigned authority, personally appeared Ross Gore to me well known and known to be the person described in and who acknowledged to and before me that she executed the same for the purposes therein expressed.

Witness my hand and official seal this 19 day of February, 19 97

Notary Public
My Commission Expires:

May 7/2000



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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS


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ACCEPTANCE OF REGISTERED AGENT

Having been named as registered Agent to accept service of process for the above-stated corporation, at a place designated in these Articles of Incorporation, I hereby agree to act in that capacity, to comply with the Florida Statutes section 48.091 and any Amendments hereto, and to comply with the provisions of all other statutes related to the proper and complete performance of my duties.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this

19th day of February, 19 97.



Ross A.J. Gore