

P97000019382

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870
Mailing Address: Post Office Box 10349, Tallahassee, FL 32302
TOLL FREE No. 1-800-342-8062
FAX (904) 222-1222

RE: Travel Lite, Inc.

NAME _____
FIRM _____
ADDRESS _____

PHONE () _____

Service: Top Priority _____ Regular _____
One Day Service Two Day Service

To us via _____ Return via _____

Master No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

FILED
97 MAR -3 PM 1:49
SECRET
TALLAHASSEE, FL 32301

W97-4815

AL MAR - 3 1997

REQUEST TAKEN CONFIRMED APPROVED
DATE 2/28/97
TIME 4:00
BY Ph
CK No. _____

WALK-IN
Will Pick Up _____

	C.C. FEE.	DISBURSE
<input checked="" type="checkbox"/> Capital Express™		
<input type="checkbox"/> Art. of Inc. Filing		
<input type="checkbox"/> Corp. Record Search		
<input type="checkbox"/> Ltd. Partnership Filing		
<input type="checkbox"/> Foreign Corp. Filing		
<input checked="" type="checkbox"/> () Cert. Copy(s)		
<input type="checkbox"/> Art. of Amend. Filing		
<input type="checkbox"/> Dissolution/Withdrawal		
<input type="checkbox"/> C U S-		
<input type="checkbox"/> Fictitious Name Filing		
<input type="checkbox"/> Name Reservation -02/28/97-01147-007		
<input type="checkbox"/> Annual Report/Reinstatement -22.50 ***122.50		
<input type="checkbox"/> Reg. Agent Service		
<input type="checkbox"/> Document Filing		
<input type="checkbox"/> Corporate Kit		
<input type="checkbox"/> Vehicle Search		
<input type="checkbox"/> Driving Record		
<input type="checkbox"/> Document Retrieval		
<input type="checkbox"/> UCC 1 or 3 Filing		
<input type="checkbox"/> UCC 11 Search		
<input type="checkbox"/> UCC 11 Retrieval		
<input type="checkbox"/> Filing No.'s, _____ Copies		
<input type="checkbox"/> Courier Service		
<input type="checkbox"/> Shipping/Handling		
<input type="checkbox"/> Phone ()		
<input type="checkbox"/> Top Priority		
<input type="checkbox"/> Express Mail Prep.		
<input type="checkbox"/> FAX () _____ pgs.		
SUBTOTALS		

FEE.....	
DISBURSED.....	
SURCHARGE.....	
TAX on corporate supplies.....	
SUBTOTAL.....	
PREPAID.....	\$
BALANCE DUE.....	\$

Please remit invoice number with payment
TERMS: NET 10 DAYS FROM INVOICE DATE
1 1/2% per month on Past Due Amounts
Past 30 Days, 10% per Annum.

THANK YOU
from
Your Capital Connect



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

February 28, 1997

CAPITAL CONNECTION
P.O. BOX 10349
TALLAHASSEE, FL 32302

SUBJECT: TRAVEL LITE, INC.
Ref. Number: W97000004815

We have received your document for TRAVEL LITE, 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 name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

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) 487-6928.

Agnes Lunt
Corporate Specialist

Letter Number: 697A00010590

Corrected



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

March 3, 1997

CAPITAL CONNECTION
P.O. BOX 10349
TALLAHASSEE, FL 32302

SUBJECT: TRAVEL LITE, INC.
Ref. Number: W97000004815

We have received your document for TRAVEL LITE, INC.. However, the document has not been filed and is being returned for the following:

A post office box is not an acceptable address for the registered agent.

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) 487-6928.

Agnes Lunt
Corporate Specialist

Letter Number: 997A00010773

Corrected

ARTICLES OF INCORPORATION

OF

TRAVEL LITE SOUTHEAST, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the Florida General Corporation Act, TRAVEL LITE Southeast, Inc.,
adopts the following Articles of Incorporation:

**ARTICLE ONE
NAME**

The name of this corporation is TRAVEL LITE Southeast, Inc.

**ARTICLE TWO
DURATION**

The period of duration for this Corporation is perpetual.

**ARTICLE THREE
PURPOSE**

The purpose is to engage in any activity or business permitted under the laws of the
United States and the State of Florida.

**ARTICLE FOUR
CAPITAL STOCK**

The Corporation is authorized to issue Seven Thousand Five Hundred (7500) shares of
common stock class, with a One Dollar (\$1.00) par value for each share.

**ARTICLE FIVE
INITIAL REGISTERED OFFICE AND AGENT**

The name and address of the registered agent are as follows:

Jacinta M. Mathis, Esquire
Mathis Law Firm, P. A.
5979 Vineland Road Suite 216
Orlando, Florida 32819

**ARTICLE SIX
PRINCIPAL PLACE OF BUSINESS**

The principal office of the Corporation is:

5979 Vineland Road, Suite 213
Orlando, Florida 32819

**ARTICLE SEVEN
INITIAL BOARD OF DIRECTORS**

This Corporation shall have two (2) director initially. The number of directors may be either increased or decreased from time to time by an amendment of the bylaws of the Corporation in the manner provided by law, but the number of directors shall never be less than one (1).

The names and addresses of the initial directors of this Corporation are:

Erroll McDaniel
Post Office Box 143
El Cerrito, California 94530

Gordon Hines
6114 LaSalle Avenue
Piedmont, California 94611

**ARTICLE EIGHT
INCORPORATORS**

The name and address of the Incorporator signing these Articles of Incorporation is:

April Williams
Post Office Box 1567
Orlando, Florida 32801

**ARTICLE NINE
NON-RESIDENT DIRECTORS**

Directors need not be residents of the State of Florida.

**ARTICLE TEN
DIRECTORS' AUTHORITY TO FIX COMPENSATION**

Directors shall have authority to fix the compensation of the officers of this Corporation.

**ARTICLE ELEVEN
AMENDMENT OF ARTICLES**

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto. The power to adopt, amend or repeal the Articles of Incorporation of this Corporation shall be vested in the Board of Directors and upon a majority vote of the directors.

**ARTICLE TWELVE
INDEMNIFICATION**

The Corporation may be empowered to indemnify any officer or director, or any former officer or director in the manner set out and provided for in the bylaws of this Corporation.

**ARTICLE THIRTEEN
SHAREHOLDERS QUORUM AND VOTING**

A majority of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders. If a quorum is present, the affirmative votes of a majority of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

**ARTICLE FOURTEEN
REMOVAL OF DIRECTORS**

At a meeting of shareholders called expressly for that purpose, any one director, or the entire board of directors, may be removed, with or without cause, by a vote of the holders of a majority of the shares then entitled to vote at an election of directors.

**ARTICLE FIFTEEN
INFORMAL ACTION OF DIRECTORS**

If all of the directors severally or collectively consent in writing to any action taken or to be taken by the Corporation, and the written evidence of their consent is filed with the Secretary of the corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

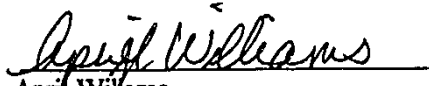
**ARTICLE SIXTEEN
RESTRICTIONS ON TRANSFER OF STOCK**

Restrictions on the sale or transfer of the stock of this Corporation may be set forth in a buy-sell agreement.

**ARTICLE SEVENTEEN
HEADING AND CAPTIONS**

The headings or captions of these Articles of Incorporation are inserted for convenience. They shall not have any force or effect and the interpretation of the various Articles shall not be influenced by the language of the headings or captions.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation, this 27th day of February 1997.


April Williams
Incorporator

STATE OF FLORIDA)
COUNTY OF ORANGE)

BEFORE ME, the undersigned authority, personally appeared April Williams, to be known to be the persons who executed the foregoing Articles of Incorporation, and they acknowledged to before me that they executed such instrument.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 27th day of February, 1997.


NOTARY PUBLIC
My Commission Expires:

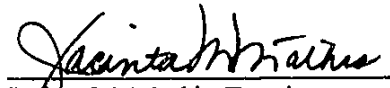
**CERTIFICATE DESIGNATING PLACE OF BUSINESS FOR THE
SERVICE OF PROCESS WITHIN FLORIDA AND REGISTERED
AGENT UPON WHOM PROCESS MAY BE SERVED**

southeast
TRAVEL LITE, INC., (the "Corporation") desiring to organize as a domestic Corporation or qualify under the laws of the State of Florida has named and designated Jacinta Mathis as its registered agent to accept service of process within the State of Florida with its registered office at 5979 Vineland Road Suite 216 Orlando, Florida 32819

ACKNOWLEDGMENT

Having been named Registered Agent for the Corporation at the place designed in this Certificate, I agree to act in this capacity; and I am familiar with and accept the obligations of Section 607.0505, Florida Statutes, as the same may apply to the Corporation; and I further agree to comply with the statutes, all as the same may apply to the Corporation relating to the proper and complete performance of my duties as Registered Agent.

Dated this 27th February, 1997.


Jacinta M. Mathis, Esquire
Registered Agent

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STATE
TALLAHASSEE, FLORIDA