

P97000026917

PETER K. FISCHER  
713 Whitehead Street  
Key West, Fl 33040

MARCH 12, 1997

Division of Corporations  
Florida Department of State  
P.O. Box 6327  
Tallahassee, Fl 32314

800002119168--1  
-03/20/97--01076--004  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

RE: Charter for TOURISTIC PROMOTION, Inc. . .


Dear Sirs:

Enclosed please find the original Articles of Incorporation, a copy and a.r. form for filing.  
Please return to my address 713 Whitehead Street, Key West, Fl 33040.

Also enclosed is my check for \$78.75 to cover the costs of filing fee, registered agent's fee  
and the cost of Certificate.

Thank you for your assistance in this matter.

Yours sincerely,

  
Peter K. Fischer  
Incorporator

SECRETST.WPD

FILED  
97 MAR 20 AM 8:38  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ru 3/24/97

**ARTICLES OF INCORPORATION  
of  
Touristic Promotion, Inc.**

**ARTICLE I - Name**

The name of this corporation is **Touristic Promotion, Inc.**

**ARTICLE II - Purpose**

This corporation is organized to engage in any and all lawful business, including but not limited to:

The business of promoting and consulting of travel related enterprises and other individuals domestic and international.

Make and perform agreements and contracts of every kind and description that may be necessary or conducive to the accomplishment of any of the purposes of this corporation without limit as to the amount and with any person, firm, association or corporation.

To conduct public relations and merchandising programs, both as principal and as agent.

Purchase, manufacture, produce, assemble, receive, lease or in any manner acquire, hold, own, use, operate, install, maintain, service, repair, process, alter, improve, import, export, sell, lease, assign, transfer and generally to trade and deal in and with raw materials, natural or manufactured articles or products, machinery, equipment, devices, systems, parts, supplies, apparatus and personal property of every kind, nature or description, tangible or intangible, used or capable of being used for any purpose whatsoever and to engage and participate in any mercantile, manufacturing or trading business of any kind or manner.

Purchase, receive, lease or otherwise acquire and to manage, hold, own, use, improve, convey, sell, mortgage or otherwise deal in and with lands, buildings and real property of every description, or any interest therein.

Adopt, apply for, obtain, register, purchase, lease or otherwise acquire and to maintain, protect, hold, use, own, exercise, develop, manufacture under, operate and introduce, and to sell and grant franchises or other rights in respect of, assign or otherwise dispose of, turn to account, or in any manner deal with and contract with reference to, any trade marks, trade names, patents, patent rights, concessions, franchises, designs, copyrights and distinctive marks and rights analogous thereto, and inventions, devices, improvements, processes, receipts, formulae and the like, including such thereof as may be covered by, used in connection with, or secured or received under, Letters Patent of the United States of America or elsewhere or otherwise, and any licenses in respect thereof and any or all rights connected therewith or appertaining thereto.

In furtherance of its corporate business and subject to the limitations prescribed by statute, to acquire by purchase, exchange or otherwise, all or any part of, or any interest in, the properties, assets, business and good-will of any one or more corporations, associations, partnerships, firms, syndicates or individuals and to pay for the same in cash, property or its own or other securities; to hold, operate, reorganize, liquidate, mortgage, pledge, sell, exchange or in any manner dispose of the whole or any part thereof; and in connection therewith, to assume or guarantee performance of any liabilities, obligations or contracts of corporations, associations, partnerships, firms, syndicates or individuals, and to conduct in any lawful manner the whole or any part of any similar business thus acquired.

Acquire or become interested in, whether by subscription, purchase, underwriting, loan, participation in syndicates or otherwise, to own, hold, to sell, assign or otherwise dispose of, or in any manner to deal in or with, stocks, bonds, debentures, warrants, rights, scrip, notes, evidences of indebtedness, or other securities or obligations of any kind by whosoever issued to exercise in respect thereof all powers and privileges of individual ownership of interest therein, including the right to vote thereon for any and all purposes; to consent, or otherwise act with respect thereto, without limitations; and to issue in exchange therefore the corporation's stock, bonds, debentures, warrants, rights, scrip, notes, evidences of indebtedness or other securities or obligations of any kind, subject to any and all Florida and United States of America securities laws and regulations in effect from time to time.

Borrow money for its corporate purposes, and to make, accept, endorse, execute any promissory notes, bills of exchange, bonds, debentures or other obligations from time to time, for the purchase of property, or for any purpose relating to the business of the company, and if deemed proper, to secure the payment of any such obligations by mortgage pledge, guarantee, or otherwise.

Lend its uninvested funds from time to time to such extent, on such terms and on such security, if any, as the Board of Directors of the corporation may determine.

In furtherance of its corporate business and subject to the limitations prescribed by statute, to be a promoter, partner, member, associate or manager of other business enterprises or ventures or to the extent permitted in any other jurisdiction to be an incorporator of other corporations of any type or kind and to organize, or in any way participate in the corporation, association or venture and the management thereof.

Subject to the limitations prescribed by statute and in furtherance of its corporate business, to pay pension, establish and carry out pension, profit sharing, share bonus, share purchase, share option, savings, thrift and other retirement, incentive and benefit plans, trusts and provisions for any or all of its directors, officers and employees.

Conduct its business in all or any of its branches, so far as permitted by law, in the State of Florida and in all other states of the United States of America, in the territories and the District of Columbia and in any or all dependencies or possessions of the United States of America, and in foreign countries; and to hold, possess, to maintain offices and agencies either within or outside the State of Florida.

Carry out all or any part of the foregoing purposes as principal, factor, agent, broker, contractor or otherwise, either alone or in conjunction with any persons, firms, associations, corporations, or others in any part of the world; and in carrying on its business and for the purpose of attaining or furthering any of its purposes, to make and perform contracts of any kind and description, and to do anything and everything necessary, suitable, convenient or proper for the accomplishment of any of the purposes herein enumerated.

For the accomplishment of the aforesaid purposes, and in furtherance thereof, the corporation shall have and may exercise all of the powers conferred by the Florida corporation statutes upon corporations formed thereunder, subject to any limitations contained therein, or any other statute of the State of Florida.

### **ARTICLE III - Capital Stock**

The corporation is authorized to issue onethousand Shares (1.000) of stock at one Dollar par value.

**ARTICLE IV - Initial Registered Agent**

The name of the initial Registered Agent of this corporation together with the agent's address is: Peter K. Fischer, 713 Whitehead Street, Key West, Fl 33040.

**ARTICLE V - Board of Directors**

This corporation shall have at least one director. The number of directors of this corporation may be established from time to time in the manner provided by the Bylaws. The name of the initial **Director** and **Secretary** is **Ingrid Larsen** and **Vice President** of this corporation is **Sven Erik LARSEN** both with address c/o Touristic Promotion, Inc., 713 Whitehead Street, Key West, Fl 33040.

**ARTICLE VI - Incorporator**

The name and address of the person signing these Articles is Peter K. Fischer, 713 Whitehead Street, Key West, Fl 33040. The powers of the incorporators cease upon filing of the Articles of Incorporation.

**ARTICLE VII - Indemnification**

The corporation shall indemnify any officer or Director or any former officer or Director, to the full extent permitted by law.

**ARTICLE VIII - Bylaws**

The Board of Directors and the shareholders shall each have the power to adopt, alter, amend or repeal Bylaws.

**ARTICLE IX- Corporate Existence**

The existence of this corporation shall be perpetual and shall commence on the date of subscription of these Articles by the Incorporator, subject to acceptance and filing with the Secretary of State of the State of Florida.

**X. INITIAL MAILING ADDRESS**

The initial mailing address of this corporation is c/o Head Office, Inc.,  
713 Whitehead Street, Key West, FI 33040.

In witness whereof, the undersigned Incorporator has executed these Articles of  
Incorporation this 11, day of March, 1997.

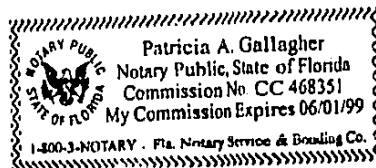
.....  
*Peter Fischer*  
.....  
Incorporator

**STATE OF FLORIDA  
COUNTY OF MONROE**

The foregoing instrument was acknowledged before me this 11 day  
of March, 1997 by Peter Fischer, who is  
.....  
 personally known to me; or  
.....  
has produced.....  
as identification and who did / did not take an oath.

.....  
*Patricia A. Gallagher*  
.....  
Notary Public

ARTCLS3.WPD



ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the appointment to serve as registered agent of  
TOURISTIC PROMOTION, Inc.

This acceptance is dated 12 day of March, 1997

  
.....  
Peter K. FISCHER

REGAGENT.WPD

FILED  
97 MAR 20 AM 8:38  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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PETER K. FISCHER  
713 Whitehead Street  
Key West, FL 33040

MARCH 12, 1997

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Florida Department of State  
P.O. Box 6327  
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Also enclosed is my check for \$78.75 to cover the costs of filing fee, registered agent's fee  
and the cost of Certificate.

Thank you for your assistance in this matter.

Yours sincerely,

*Peter Fischer*  
Peter K. Fischer  
Incorporator

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Make and perform agreements and contracts of every kind and description that may be necessary or conducive to the accomplishment of any of the purposes of this corporation without limit as to the amount and with any person, firm, association or corporation.

To conduct public relations and merchandising programs, both as principal and as agent.

Purchase, manufacture, produce, assemble, receive, lease or in any manner acquire, hold, own, use, operate, install, maintain, service, repair, process, alter, improve, import, export, sell, lease, assign, transfer and generally to trade and deal in and with raw materials, natural or manufactured articles or products, machinery, equipment, devices, systems, parts, supplies, apparatus and personal property of every kind, nature or description, tangible or intangible, used or capable of being used for any purpose whatsoever and to engage and participate in any mercantile, manufacturing or trading business of any kind or manner.

Purchase, receive, lease or otherwise acquire and to manage, hold, own, use, improve, convey, sell, mortgage or otherwise deal in and with lands, buildings and real property of every description, or any interest therein.

Adopt, apply for, obtain, register, purchase, lease or otherwise acquire and to maintain, protect, hold, use, own, exercise, develop, manufacture under, operate and introduce, and to sell and grant franchises or other rights in respect of, assign or otherwise dispose of, turn to account, or in any manner deal with and contract with reference to, any trade marks, trade names, patents, patent rights, concessions, franchises, designs, copyrights and distinctive marks and rights analogous thereto, and inventions, devices, improvements, processes, receipts, formulae and the like, including such thereof as may be covered by, used in connection with, or secured or received under, Letters Patent of the United States of America or elsewhere or otherwise, and any licenses in respect thereof and any or all rights connected therewith or appertaining thereto.

In furtherance of its corporate business and subject to the limitations prescribed by statute, to acquire by purchase, exchange or otherwise, all or any part of, or any interest in, the properties, assets, business and good-will of any one or more corporations, associations, partnerships, firms, syndicates or individuals and to pay for the same in cash, property or its own or other securities; to hold, operate, reorganize, liquidate, mortgage, pledge, sell, exchange or in any manner dispose of the whole or any part thereof; and in connection therewith, to assume or guarantee performance of any liabilities, obligations or contracts of corporations, associations, partnerships, firms, syndicates or individuals, and to conduct in any lawful manner the whole or any part of any similar business thus acquired.

Acquire or become interested in, whether by subscription, purchase, underwriting, loan, participation in syndicates or otherwise, to own, hold, to sell, assign or otherwise dispose of, or in any manner to deal in or with, stocks, bonds, debentures, warrants, rights, scrip, notes, evidences of indebtedness, or other securities or obligations of any kind by whosoever issued to exercise in respect thereof all powers and privileges of individual ownership of interest therein, including the right to vote thereon for any and all purposes; to consent, or otherwise act with respect thereto, without limitations; and to issue in exchange therefore the corporation's stock, bonds, debentures, warrants, rights, scrip, notes, evidences of indebtedness or other securities or obligations of any kind, subject to any and all Florida and United States of America securities laws and regulations in effect from time to time.

Borrow money for its corporate purposes, and to make, accept, endorse, execute any promissory notes, bills of exchange, bonds, debentures or other obligations from time to time, for the purchase of property, or for any purpose relating to the business of the company, and if deemed proper, to secure the payment of any such obligations by mortgage pledge, guarantee, or otherwise.

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Purchase, receive, lease or otherwise acquire and to manage, hold, own, use, improve, convey, sell, mortgage or otherwise deal in and with lands, buildings and real property of every description, or any interest therein.

Adopt, apply for, obtain, register, purchase, lease or otherwise acquire and to maintain, protect, hold, use, own, exercise, develop, manufacture under, operate and introduce, and to sell and grant franchises or other rights in respect of, assign or otherwise dispose of, turn to account, or in any manner deal with and contract with reference to, any trade marks, trade names, patents, patent rights, concessions, franchises, designs, copyrights and distinctive marks and rights analogous thereto, and inventions, devices, improvements, processes, receipts, formulae and the like, including such thereof as may be covered by, used in connection with, or secured or received under, Letters Patent of the United States of America or elsewhere or otherwise, and any licenses in respect thereof and any or all rights connected therewith or appertaining thereto.

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Subject to the limitations prescribed by statute and in furtherance of its corporate business, to pay pension, establish and carry out pension, profit sharing, share bonus, share purchase, share option, savings, thrift and other retirement, incentive and benefit plans, trusts and provisions for any or all of its directors, officers and employees.

Conduct its business in all or any of its branches, so far as permitted by law, in the State of Florida and in all other states of the United States of America, in the territories and the District of Columbia and in any or all dependencies or possessions of the United States of America, and in foreign countries; and to hold, possess, to maintain offices and agencies either within or outside the State of Florida.

Carry out all or any part of the foregoing purposes as principal, factor, agent, broker, contractor or otherwise, either alone or in conjunction with any persons, firms, associations, corporations, or others in any part of the world; and in carrying on its business and for the purpose of attaining or furthering any of its purposes, to make and perform contracts of any kind and description, and to do anything and everything necessary, suitable, convenient or proper for the accomplishment of any of the purposes herein enumerated.

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**X. INITIAL MAILING ADDRESS**

The initial mailing address of this corporation is c/o Head Office, Inc.,  
713 Whitehead Street, Key West, Fl 33040.

In witness whereof, the undersigned incorporator has executed these Articles of  
Incorporation this 11 day of March, 1997.

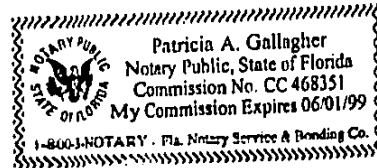
.....  
*Peter Fischer*  
.....  
Incorporator

**STATE OF FLORIDA  
COUNTY OF MONROE**

The foregoing instrument was acknowledged before me this 11 day  
of March, 1997 by Peter Fischer, who is  
...... personally known to me; or  
..... has produced.....  
as identification and who did / did not take an oath.

.....  
*Patricia A. Gallagher*  
.....  
Notary Public

ARTCLS3.WPD



ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the appointment to serve as registered agent of  
TOURISTIC PROMOTION, Inc.

This acceptance is dated *12* day of *March*, 1997

*Peter K. Fischer*  
.....  
Peter K. FISCHER

REGAGENT.WPD

FILED  
97 MAR 20 AM 8:38  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA