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April 30, 1997

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

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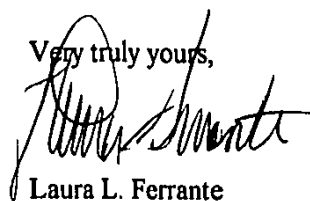
Re: Filing of Articles of Incorporation

To Whom it May Concern:

Enclosed please find the executed Articles of Incorporation for 1st Coast Tours and Excursions, Inc. I am also enclosing a check for \$70.00 for the filing of the articles as well as for the Designation of the Registered Agent.

Should you have any questions or comments concerning the enclosed, please do not hesitate to give me a call. Thank you for your assistance in this regard.

Very truly yours,



Laura L. Ferrante

LLF/tek
enclosures

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

nl 5/5/97

**ARTICLES OF INCORPORATION OF
1ST COAST TOURS AND EXCURSIONS, INC.**

ARTICLE I - NAME

The name of this corporation is 1st Coast Tours and Excursions, Inc. The principle business address of the corporation is 1601 South Ocean Drive, #408, Jacksonville Beach, Florida 32250.

ARTICLE II - DURATION

The corporation shall have a perpetual existence.

ARTICLE III - PURPOSE

The purpose of this corporation is to engage in any activities or business permitted under the laws of the United States and Florida.

ARTICLE IV - CAPITAL STOCK

The maximum number of shares which this corporation is authorized to have outstanding at any time is 500 shares of common stock having a par value of \$1.00 per share.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The initial registered office of this corporation shall be 436 Jacksonville Drive, Jacksonville Beach, Florida 32250. The initial registered agent of this corporation at such office shall Laura L. Ferrante, Esquire, who upon accepting this designation agrees to comply with the provisions of section 48.091, Florida Statutes, as amended from time to time, with respect to keeping an office open for service of process.

ARTICLE VI - CUMULATIVE VOTING

Shareholders of this corporation may vote their stocks cumulatively. Each shareholder shall have the total number of votes which is equal to the number of shares of stock with voting rights which such shareholder holds multiplied by the number of directors to be elected. A shareholder may give all of their votes to one candidate or distribute them among as many candidates as a shareholder may wish. Notice must be given by any shareholder to the president or vice-president of the corporation, not less than twenty-four hours prior to the time set for the holding of a shareholders meeting for the election of directors that such shareholder intends to cumulate his vote at said election.

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TALLAHASSEE, FLORIDA

ARTICLE VII - PREEMPTIVE RIGHTS

The holders of the common stock of this corporation shall have preemptive rights to purchase, at prices, terms and conditions that shall be fixed by the Board of Directors, those shares of common stock of this corporation which may be issued from time to time for money, property, or past services in addition to that stock authorized and issued by the corporation. The preemptive right of any holder is determined by the ratio of the authorized and issued shares of common stock by the holder and all shares of common stock currently authorized and issued.

ARTICLE VIII - INCORPORATOR

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

NAME: Pamela Elliott Southgate

ADDRESS: 1601 Ocean Drive South #408

Jacksonville Beach, Florida 32250

Pamela Elliott Southgate
INCORPORATOR

State of Florida
County of Duval

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TALLAHASSEE, FLORIDA
SECRETARY OF STATE

The foregoing Articles of Incorporation of 1st Coast Tours and Excursions, Inc., were acknowledged before me this 30th day of April, 1997 by Pamela Elliott Southgate as incorporator.



Cynthia S. Gonzales
Notary Public, State of Florida
My Commission expires:

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for 1st Coast Tours and Excursions, Inc., at the place designated in the Articles of Incorporation, Laura L. Ferrante, Esquire agrees to act in this capacity, and agrees to comply with the provisions of section 48.091, Florida Statutes relative to keeping open such office.

Laura L. Ferrante
DATE: April 30, 1997