5/05/97

FLORIDA DIVISION OF CORPORATIONS FUBLIC ACCESS SYSTEM ELECTRONIC FILING COVER SHEET

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DIVISION OF CORPORATIONS TO:

FAX #: (904)922-4001

PROM: CORPORATE CREATIONS INTERNATIONAL INC.

CONTACT: JOHNNY C BOTTOWN R. C. S. C.

ACCT#: 073171003004

FAX #: (305)672-9110

PHONE: (305)672-0686

NAME: ATHENS TRAVEL & TOURS, INC. AUDIT NUMBER...... H97000007357

DOC TYPE..... FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..1

PAGES..... 4

CERT. COPIES.....0

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** ENTER 'M' FOR MENU. **

ENTER SELECTION AND <CR>:

ARTICLES OF INCORPORATION

Article I. Name

The name of this Florida corporation is: Athens Travel & Tours, Inc.

97 MAY -5 PM 2:33 SECNETION SECURITION TALLAHASSEE, FLORIDA

Article II. Address

The mailing address of the Corporation is: Athens Travel & Tours, Inc. 4736 Okeechobee Boulevard West Palm Beach FL 33417

Article III. Registered Agent

The name and address of the registered agent of the Corporation is: Corporate Creations Enterprises, Inc. 4521 PGA Boulevard #211 Palm Beach Gardens FL 33418

Article IV. Board of Directors

The name of each member of the Corporation's Board of Directors is:

Steven M. Gyson

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than one director. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation. The election of directors shall be done in accordance with the Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by applicable law.

Corporate Creations International Inc. 401 Ocean Drive #312 (Door Code 125) Miami Beach FL 33139-6629 (305) 672-0686

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Article V. Capital Stock

The Corporation shall have the authority to issue 2,000 shares of common stock, par value \$.01 per share.

Article VI. Incorporator

The name and address of the incorporator is: Corporate Creations International Inc. 401 Ocean Drive #312 (Door Code 125) Miami Beach FL 33139-6629

Article VII. Corporate Existence

The corporate existence of the Corporation shall begin effective May 5, 1997

The undersigned incorporator executed these Articles of Incorporation on May 5, 1997

WIWN OFFICE

CORPORATE CREATIONS INTERNATIONAL INC.

Brian R. Fons Vice President

Corporate Creations International Inc. 401 Ocean Drive #312 (Door Code 125) Miami Beach FL 33139-6629 (305) 672-0686

CERTIFICATE OF DESIGNATION REGISTERED AGENT/OFFICE

P7 MAY -5 PM 2:33

CORPORATION:

Athens Travel & Tours, Inc.

REGISTERED AGENT/OFFICE:

Corporate Creations Enterprises, Inc. 4521 PGA Boulevard #211
Palm Beach Gardens FL 33418

I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.

Corporate Creations Enterprises, Inc.

Brian R. Fons, Vice President

Date: May 5, 1997

Corporate Creations International Inc. 401 Ocean Drive #312 (Door Code 125) Miami Beach FL 33139-6629 (305) 672-0686