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LAW OFFICES OF
BATEH & CLARK

ABRAHAM I. BATEH, P.A.
ROSS T. CLARK

May 28, 1997

1558 SAN MARCO BOULEVARD
JACKSONVILLE, FLORIDA 32207 2998
(904) 396-1300
(904) 398-3311

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Re: DESTINATIONS UNLIMITED TOURS, INC.

Dear Sir or Madam:

I am enclosing herewith an original and a copy of the Articles of Incorporation for the above-named corporation and a check in the amount of \$122.50 which represents the following fees:

1. Filing Fee \$35.00
2. Certified Copy \$52.50
3. Registered Agent Fee \$35.00

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-06/09/97--01073--006
****122.50 ****122.50

Please file the original of the enclosed Articles of Incorporation and return a certified copy to the undersigned.

Your prompt attention to this matter is greatly appreciated. If you have any questions please contact my office.

Very truly yours,



Ross T. Clark

Encls.
RTC/dbm

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SECRETARY OF STATE
DIVISION OF CORPORATIONS

ARTICLES OF INCORPORATION

97 JUN - 2 11:25

OF

DESTINATIONS UNLIMITED TOURS, INC.

The undersigned, acting as incorporator of a corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation for such corporation.

ARTICLE I. NAME

The name of the corporation is DESTINATIONS UNLIMITED TOURS, INC.

ARTICLE II. COMMENCEMENT OF EXISTENCE

The existence of the corporation will commence on the date of filing of these Articles of Incorporation.

ARTICLE III. PURPOSE

This corporation may engage in any activity or business permitted under the laws of the United States and Florida.

ARTICLE IV. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having par value of \$1.00 per share.

ARTICLE V. INITIAL REGISTERED OFFICE AGENT AND PRINCIPAL OFFICE

The street address of the initial registered office of the corporation is 1558 San Marco Boulevard, Jacksonville, Florida 32207, and the name of the initial registered agent at that address is Ross T. Clark. The address of the principal office of the corporation is 1645 San Marco Boulevard, Jacksonville, Florida 32207.

ARTICLE VI. INITIAL BOARD OF DIRECTORS

This corporation shall have one director initially. The number of directors may be either increased or diminished from time to time, as provided by the By-Laws. The name and street address of the initial director is:

Mike Mackey, Jr.
1460 Blackhawk Trail East
Jacksonville, Florida 32225

ARTICLE VII. INCORPORATOR

The name and street address of the incorporator signing these Articles of Incorporation is: Mike Mackey, Jr., 1460 Blackhawk Trail East, Jacksonville, Florida 32225. The incorporator of the corporation assigns to this corporation his rights under the pertinent provisions of the Florida Statutes to constitute a corporation, and he assigns to those persons designated by the Board of Directors any rights he may have as incorporator to acquire any of the capital stock of this corporation, this assignment becoming effective on the date corporate existence begins.

ARTICLE VIII. AMENDMENTS

This corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon a shareholder is subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 14 day of May, 1997.


MIKE MACKEY, JR.

Before me, the undersigned authority, personally appeared MIKE MACKEY, JR., to me known to be the person who executed the foregoing Articles of Incorporation, and who is personally known to me or has produced FL DL # M200753650220 as identification and acknowledged to and before me that he executed such instrument.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 14 day of May, 1997.

Kim A. Brown
Notary Public, State of Florida

My Commission Expires:



ACCEPTANCE OF DESIGNATION

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

Pursuant to Section 48.901, Florida Statutes, the following is submitted:

97 JUN - 2 11:05

1. That Destinations Unlimited Tours, Inc., is desiring to organize under the laws of the State of Florida with its initial registered office as indicated in the Articles of Incorporation at Jacksonville, Duval County, Florida, and has named Ross T. Clark, 1558 San Marco Boulevard, Jacksonville, Florida, 32207, as its agent to accept service of process within this State.

2. Having been named to accept service of process for the corporation named above, at the place designated in this Certificate, the undersigned agrees to act in that capacity and comply with the provisions of the Florida Business Corporation Act relative to keeping open the registered office.

Dated this 14th day of May, 1997.



ROSS T. CLARK
Registered Agent