P97000053771

TRANSMITTAL LETTER

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

Subject: Beasley Enterprises
Travel and Related Services, Inc.

700002215557--9
-06/18/97--01046--011
*****70.00 *****70.00

Enclosed is an original and (2) two copy of the articles of incorporation and
a check for $70.00 filing. Please stamp the additional copy with the filling
date and return in the in closed stamped envelope.

FROM: Paul B. Beasley
        154 Ridge Rd. NW
        Largo, Fl. 33770
        (813) 584-5266

ARTICLES OF INCORPORATION

The undersigned incorporator for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I   NAME
The name of the corporation shall be:

Beasley Enterprises, Travel Services, Inc.

ARTICLE II   PRINCIPAL OFFICE
The principal place of business and mailing address of this corporation shall be:

154 Ridge Rd N.W Largo, Fl 33770

ARTICLE III   SHARES
The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

1000 (one Thousand)

ARTICLE IV   INITIAL REGISTERED AGENT AND STREET ADDRESS
The name and Florida street address of the initial registered agent are:

Paul B. Beasley
154 Ridge Rd NW Largo, Fl 33770

ARTICLE V   INCORPORATOR
The **name and address** of the incorporator to these Articles of Incorporation are:

Paul B. Beasley
154 Ridge Rd NW
Largo, Fl 33770

_____Paul B. Beasley_____   ___6-12-97___
Signature/Incorporator   Date

(An additional article must be added if an effective date is requested.)

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent

_____Paul B. Beasley_____   ___6-12-97___
Signature/Registered Agent   Date