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ARTICLES OF INCORPORATION

OF

PROFESSIONALLY YOURS TOURS, INC.

THE UNDERSIGNED Subscribers to these Articles of Incorporation, each a natural person competent to contract, hereby associate themselves together to form a corporation for profit under the laws of the State of Florida; and further do agree to the following conditions of said Corporation.

ARTICLE I: NAME

The name of the Corporation is: Professionally Yours Tours, Inc.

ARTICLE II: NATURE OF BUSINESS

The general nature of the Business to be transacted by this Corporation is to do all things which natural persons and lawful entities might or could lawfully do in the premises and to transact any lawful business for which corporations may be incorporated under the laws of Florida.

ARTICLE III: CAPITAL STOCK

The authorized capital stock of this Corporation is one hundred shares of common stock, each share having a par value of ten dollars.

ARTICLE IV: INITIAL CAPITAL

The initial capital of said Corporation is one thousand dollars (\$1,000.00).

ARTICLE V: TERM OF EXISTENCE

This Corporation shall have perpetual existence unless dissolved by action of law.

ARTICLE VI: ADDRESS

The initial post office address of this Corporation in the State of Florida is: 9123 Back Beach Road, Panama City, Florida 32407.

ARTICLE VII: DIRECTORS

This Corporation shall have not less than two (2) Directors initially. The number of Directors may be increased or decreased from time to time as the Stockholders desire, in accordance with Bylaws hereof, but at no time shall there be a number less than one.

ARTICLE VIII: INITIAL DIRECTORS AND OFFICERS

The names and post office addresses of the first Board of Directors and officers of this Corporation are as follows:

NAME	ADDRESS	TITLE	OFFICE
Gerald A. Aulis	9123 Back Beach Rd. Panama City Beach, FL 32407	Director	President
Debbie D. Maxwell	8825 Georgette St. Panama City Beach, FL 32408		Vice- President
Faith B. Aulis	9123 Back Beach Rd. Panama City, FL 32404	Director	Secretary- Treasurer

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ARTICLE IX: SUBSCRIBERS

The names and post office addresses of each Subscriber to these Articles of Incorporation, the number of shares of stock each agrees to take, and the value of the consideration paid therefore are as follows:

NAME	ADDRESS	# OF <u>SHARES</u>	AMOUNT PAID
Gerald A. Aulis and Faith B. Aulis, Husband and Wife, as tenants by the entirety	9123 Back Beach Rd. Panama City Beach, FL 32407	100	\$1,000.00

ARTICLE X: REGISTERED AGENT

The Registered Agent is: Gerald A. Aulis, 9123 Back Beach Road, Panama City Beach, Florida 32407.

ARTICLE XI: AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the Stockholders, and approved at a stockholders meeting by a majority of the Stockholders.

IN WITNESS WHEREOF, we have hereunto our my hands and seals this 16th day of _

Gerald A. Aulis

STATE OF FLORIDA COUNTY OF BAY

I HEREBY CERTIFY that on this day, before me, an officer duly qualified to take acknowledgements, personally appeared GERALD A. AULIS and FAITH B. AULIS, who are personally known to me or who produced the identification specified below, who acknowledged to and before me that they are the persons who executed the foregoing Articles of Incorporation for the uses and purposes set forth therein.

WITNESS my hand and official seal in the County and State aforesaid this _______ day of _______, 1997. AS TO GERALD A. AULIS: ______ To me personally known Identified by ______ A 420-381-35-387-0 Issued by ______ State of F (Auda AS TO FAITH B. AULIS: ______ To me personally known ______ A 420-342-42-806-0 Issued by ______ State of F (Auda ______ Notary Public

Printed Name: My Commission Expires: Commission Number:

SAMUEL T. ADAMS MY COMMISSION / CC342252 EXPIRES January 17, 1938 BORDED THPU TROY FAIN DISURVAUCE, INC.

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CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

Professionally Yours Tours, Inc., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, at 9123 Back Beach Road, Panama City Beach, County of Bay, State of Florida, has named Gerald A. Aulis, 9123 Back Beach Road, Panama City Beach, Florida 32407, County of Bay, State of Florida, as its agent to accept service of process within this State.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the aboves stated Corporation, at the place designated in this certificate, T hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.

BY: Gerald A. Aulis

Registered Agent