

P 970000 71391



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 499689 90591A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : August 18, 1997

ORDER TIME : 10:31 AM

ORDER NO. : 499689-010

CUSTOMER NO: 90591A

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-08/18/97--01061--022
*****70.00 *****70.00

CUSTOMER: Roma Molinaro, Legal Asst
MICHAEL KAHN, P.A.

482 N. Harbor City Boulevard

Melbourne, FL 32935

DOMESTIC FILING

NAME: MAGELLAN GROUP, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: W. Charles Earnest

EXAMINER'S INITIALS: _____

FILED
97 AUG 18 PM 2:12
TALLAHASSEE, FLORIDA

RECEIVED
97 AUG 19 PM 12:20
DIVISION OF CORPORATION

SN AUG 18 1997

ARTICLES OF INCORPORATION
OF
MAGELLAN GROUP, INC.

FILED

97 AUG 18 PM 2:12

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, THE UNDERSIGNED, do hereby execute these Articles of Incorporation for the purposes of forming and becoming a corporation for profit under the Florida General Corporation Act, and do hereby certify that I have become such a corporation under and pursuant to the following Articles of Incorporation.

ARTICLE I - NAME

The name of this corporation is Magellan Group, Inc.

ARTICLE II - DURATION

The term of existence of the Corporation is perpetual.

ARTICLE III - PURPOSE

The general purpose for which the Corporation is organized is airline reservations and tour center and any transaction of any or all lawful business for which corporations may be incorporated under Chapter 607 of the Florida Statutes (1989).

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue one hundred (100) shares of capital stock with a par value of one dollar (\$1.00) per share. These shall be designed "Common Shares". The sum of the par value of all shares of capital stock of the corporation that have been issued shall be the stated capital of the corporation at any particular time.

ARTICLE V - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

The Board of Directors of the corporation shall consist of at least one (1) member.

The name and address of the first Board of Directors is:

Hugh McFadden, Sr.
430 Green Turtle Cove
Satellite Beach, FL 32937

Donald Smith
947 Josiane Court
Suite 1004
Altamonte Springs, FL 32701

ARTICLE VII - INITIAL REGISTERED OFFICE AND AGENT

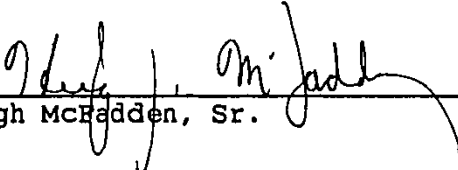
The street address of the initial registered agent of this corporation is 430 Green Turtle Cove, Satellite Beach, Florida 32937 and the name of the initial registered agent of this corporation is Hugh McFadden, Sr.

ARTICLE VIII - INCORPORATOR

The name and address of the initial incorporator, who is signing these Articles is:

Hugh McFadden, Sr.
430 Green Turtle Cove
Satellite Beach, FL 32937

IN WITNESS WHEREOF, the undersigned incorporator has made,
subscribed and acknowledged these Articles of Incorporation on this
15th day of August, 1997.



Hugh McFadden, Sr.

STATE OF FLORIDA

COUNTY OF BREVARD

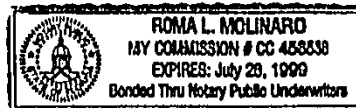
BEFORE ME, the undersigned authority, this day personally
appeared, Hugh McFadden, Sr., to me well known and known to me to
be the person described in and who executed the foregoing Articles
of Incorporation, and he acknowledged, before me, that he executed
the same and subscribed to the same for the purpose therein
expressed.

WITNESS my hand and official seal at Melbourne, Brevard
County, Florida, this 15th day of August, 1997.

(Notarial Seal)



Notary Public, State of Florida

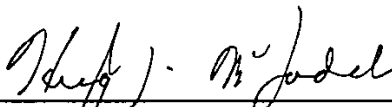


CERTIFICATE DESIGNATING REGISTERED AGENT UPON
WHOM PROCESS MAY BE SERVED WITHIN THIS STATE

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

FIRST, that Magellan Group, Inc., a Florida Corporation qualified to do business under the laws of this State, with its principal office at 947 Josiane Court, Suite 1004, Altamonte Springs, FL 32701, has appointed Hugh McFadden, Sr., as its agent to accept service of process within the State.

Having been named to accept service of process for the above stated Corporation, at the place designated in this certificate, I hereby comply with the provisions of said Act relative to keeping open said office.



Hugh McFadden, Sr.
Registered Agent

FILED
97 AUG 18 PM 2:12
STATE
TALLAHASSEE, FLORIDA