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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 AUG 22 AM 10:53

TRANSMITTAL LETTER

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

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-08/22/97--01090--003
****122.50 ****122.50

SUBJECT: HALEY TOURS AND TRAVEL INC.
(Proposed corporate name)

EFFECTIVE DATE
8-21-97

Enclosed please find an original and one (1) copy of the Articles of Incorporation for the above corporation and a check in the amount of \$122.50.

FROM: ACCOUNTING PROFESSIONALS GROUP, INC.
6220 S. ORANGE BLOSSOM TRAIL, SUITE 142
ORLANDO, FLORIDA 32809
(407) 856-1906

Note: Additional copy of Articles is needed only when certified copy is requested.

D. BROWN AUG 25 1997

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EFFECTIVE DATE
8-21-97

ARTICLES OF INCORPORATION
OF
HALEY TOURS AND TRAVEL INC.

ARTICLE I - NAME

The name of this Corporation is HALEY TOURS AND TRAVEL INC.
initial address: 7671 Timber River Circle, Orlando, Florida 32807.

ARTICLE II - DURATION

This Corporation shall have perpetual existence commencing
on August 21, 1997.

ARTICLE III - PURPOSE

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

ARTICLE IV - CAPITAL STOCK

This Corporation is authorized to issue 200 shares
of Five (\$5.00) Dollar par value common stock, which shall be
designated "Common Shares."

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The name and street address of the initial registered agent and
office of this Corporation is George Haley,
7671 Timber River Circle, Orlando, Florida 32807.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This Corporation shall have Two (2) Directors, initially. The number of Director/s may be increased or diminished from time to time by the Bylaws but shall never be less than one (1). The names and addresses of the initial Directors of this Corporation are:

<u>NAME</u>	<u>ADDRESS</u>
George Haley	7671 Timber River Circle Orlando, Florida 32807
Regina Avilez	7671 Timber River Circle Orlando, Florida 32807

ARTICLE VII - BYLAWS

The Bylaws of this Corporation may be adopted, altered, amended or repealed by either the Shareholders or Directors.

ARTICLE VIII - INDEMNIFICATION

This Corporation shall indemnify any Officer or Director, or any former Officer or Director, to the fullest extent permitted by law.

ARTICLE IX - 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 prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

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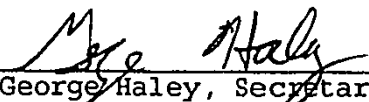
ARTICLE X - INCORPORATOR

The name and address of the person signing these Articles is
George Haley, 7671 Timber River Circle, Orlando, Florida 32807.

ARTICLE XI - AMENDMENT

This Corporation reserves the right to amend or repeal any
provisions contained in these Articles of Incorporation, in accordance
with the provisions of the Florida General Corporation Act.

IN WITNESS WHEREOF, the undersigned has executed these Articles of
Incorporation this 21st day of August, 1997.


George Haley, Secretary

ACCEPTANCE BY REGISTERED AGENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE
STATED CORPORATION, AT THE PLACE DESIGNATED IN ARTICLE V OF THESE
ARTICLES OF INCORPORATION, THE UNDERSIGNED HEREBY AGREES TO ACT IN
THIS CAPACITY, AND FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL
STATUTES RELATIVE TO THE PROPER AND COMPLETE DISCHARGE OF ITS DUTIES,

DATED THIS 21st DAY OF August, 1997.

By 
George Haley, Registered Agent

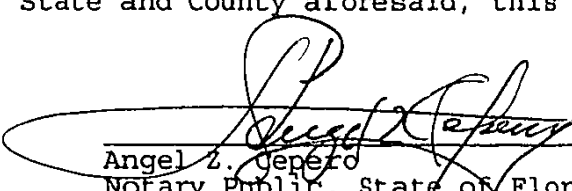
STATE OF FLORIDA

ORANGE COUNTY

Before me, a Notary Public authorized in the State and County set forth above, personally appeared George Haley, known to me and known by me to be the person who, as Incorporator of HALEY TOURS AND TRAVEL INC., and he acknowledged before me that he executed those Articles of Incorporation.

Before me, a Notary Public authorized in the State and County set forth above, personally appeared George Haley, known to me and known by me to be the person who, as Registered Agent of HALEY TOURS AND TRAVEL INC., and accepts the obligations and duties of the position of Registered Agent.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 21st, day of August, 1997.



Angel Z. Cepero
Notary Public, State of Florida
at Large

My Commission Expires:

