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Robert H. Mackenzie
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Grant Civil Mediator

Sept. 5
~~August 7~~, 1997

813/973-3725
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Corporate Records Bureau
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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-09/08/97--01039--011
*****70.00 *****70.00

Re: Travel Kit, Inc.

Gentlemen/Ladies:

Enclosed herewith are the Articles of Incorporation for the above-named new Florida corporation, together with a copy of the Articles for date-stamping and return, separate designation of registered agent, and my check for \$70.00 for your charges.

Please accept the Articles and cause incorporation as provided by law.

Yours very truly,

Robert H. Mackenzie
Robert H. Mackenzie

RHM/bsg
Encl.
tkitlcl.097

97 SEP -8 PM 2:30
SECRET
TALLAHASSEE, FLORIDA

FILED

10/16/97

ARTICLES OF INCORPORATION

OF

TRAVEL KIT, INC.

FILED
97 SEP -8 PM 2:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

ARTICLE I

NAME OF CORPORATION

The name of this corporation is:

TRAVEL KIT, INC.

(hereinafter called the "Corporation")

ARTICLE II

PERIOD OF DURATION

The duration of this corporation is to be perpetual.

ARTICLE III

GENERAL NATURE OF BUSINESS

The general nature of the business and objects to be transacted, promoted or carried on are to do any and all of the things hereinafter mentioned as fully and to the same extent as natural persons might or could do, to-wit:

(a) To engage in the retail travel business and ancillary or related activities.

(b) In general, to have and exercise any other powers conferred by the laws of the State of Florida upon corporations generally, it being hereby expressly provided that the foregoing numeration of specified powers shall not be held to limit or restrict in any manner the general powers of the Corporation.

ARTICLE IV

AUTHORIZED STOCK

1. The aggregate number of shares which this Corporation shall be authorized to issue is Ten Thousand (10,000) shares of common stock with a par value of One Dollar (\$1.00) per share. The Corporation shall not have the authority to issue shares in series.

2. The whole or any part of the capital stock of this Corporation shall be payable in lawful money of the United States of America, or property, labor or services at a just valuation fixed by the Board of Directors.

3. Property or labor may also be purchased with the capital stock of this Corporation at such valuation as may be fixed by the Board of Directors.

ARTICLE V

CAPITAL

The amount of capital with which the Corporation shall begin business shall be Five Hundred Dollars (\$500.00).

ARTICLE VI

REGULATION OF INTERNAL AFFAIRS

1. Meetings of Shareholders and Directors. Meetings of the Shareholders and Directors of this Corporation may be held either within or without the State of Florida at such place or places as may from time to time be designated in the Code of By-Laws or by resolution of the Board of Directors.

2. Code of By-Laws. The initial Code of By-Laws of the Cor-

poration shall be adopted by its Board of Directors. The power to amend or repeal the By-Laws or to adopt a new Code of By-Laws shall be in the Shareholders, but the affirmative vote of the holders of a majority of the shares outstanding shall be necessary to exercise that power. The Code of By-Laws may contain any provisions for the regulation of this Corporation which are consistent with the laws of the State of Florida and these Articles of Incorporation.

3. Contracts in Which Directors Have an Interest. Any contract or other transaction of this Corporation with any person, firm or corporation or any contract or other transaction in which this Corporation is interested shall not be invalidated or affected by (a) the fact that one or more of the Directors of this Corporation is interested in or is a Director or officer of another corporation; provided that the acts of any Director so interested are made in good faith, or, (b) the fact that any Director, individually or jointly with others, may be a party to, or may be interested in the contract or transaction; provided that the acts of any Director so interested are made in good faith; and each person who may become a Director of this Corporation is hereby relieved from any liability that might otherwise arise by reason of his contracting with this Corporation for the benefit of himself or any firm, or corporation in which he may be interested.

4. Compensation of Directors. The Board of Directors shall have the authority to make provisions for reasonable compensation to its members for their services as Directors and to fix the basis and conditions upon which compensation shall be paid. Any Director

may also serve the Corporation in any other capacity and receive compensation therefor in any form.

ARTICLE VII

BOARD OF DIRECTORS

The affairs of the Corporation shall be conducted by a Board of Directors composed of not less than one (1) person, who need not be a Stockholder. The number of Directors may be increased or decreased from time to time by the By-Laws adopted by the Stockholders, but shall never be less than one (1) person and none of the Directors need be Stockholders.

ARTICLE VIII

INITIAL DIRECTORS

The names and addresses of the first Board of Directors of the Corporation, who, subject to the provisions of these Articles of Incorporation and By-Laws and the General Corporate Law of the State of Florida, shall hold office for the first year, or until their successors are elected and have qualified to serve as Directors, are as follows:

Katherine Stewart
3424 Jean Circle
Tampa, Fl. 33629

ARTICLE IX

PERFORMANCE OF BUSINESS

The business of the Corporation shall be conducted by a

President, a Secretary, a Treasurer, and assistant or other officers as may be deemed appropriate by the Board of Directors at such time and in such manner as may be prescribed by the Code of By-Laws.

ARTICLE X

OFFICERS

The names and addresses of the Officers of the Corporation who shall hold office until the first annual meeting or until their successors are elected and qualified to serve as officers, are as follows:

PRESIDENT, SECRETARY/TREASURER:

Katherine Stewart
3424 Jean Circle
Tampa, Fl. 33629

ARTICLE XI

SUBSCRIBERS

The names and addresses of each subscriber to these Articles of Incorporation, and a statement of the number of shares of stock to which they each subscribe, and the value that they agree to pay therefor are as follows:

Robert H. Mackenzie	500 shares of Common Stock
28705 Bennington Dr.	at \$1.00 par value per share
Wesley Chapel, Fl. 33544	

ARTICLE XII

INTENTION OF SUBSCRIBERS

It is the intention of the subscribers to these Articles of Incorporation and to the capital stock as above set forth that

Stockholders of this Corporation may enter into such Stockholder and Trustee agreements with other Stockholders of this Corporation as they may see fit; provided, however, that the Stockholder or Trustee agreements must be noted upon the margin of the stock of the Corporation.

ARTICLE XIII

PRINCIPAL PLACE OF BUSINESS AND REGISTERED AGENT

The principal place of business of the Corporation is to be located at 3424 Jean Circle, Tampa, Fl. 33629, however with the privilege of having branch offices or places of business in any place or places within or without the State of Florida; and the registered agent shall be, unless otherwise designated, Katherine Stewart, 3424 Jean Circle, Tampa, FL 33629, who is designated as agent for the service of process upon the Corporation.

ARTICLE XIV

AMENDMENTS

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 entitled to vote thereon.

IN WITNESS OF THE FOREGOING, we have hereunto set our hands and seals this 5th day of September, 1997, for the purposes of forming this Corporation under the laws of the State

of Florida, and we hereby make and file in the office of the Secretary of State of Florida these Articles of Incorporation and certify that the facts herein stated are true.

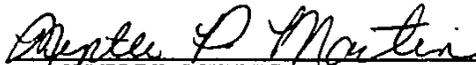


ROBERT H. MACKENZIE

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

BEFORE ME, the undersigned authority, this day personally appeared ROBERT H. MACKENZIE, personally known by me, to me well known to be the individual described in and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed the same for the purposes therein expressed.

WITNESS my hand and official seal in the State and County aforesaid, this 5th day of September, 1997.



NOTARY PUBLIC
My Comm. Expires: _____

MYRTLE P. MARTIN
Notary Public, State of Florida
My comm. expires Aug. 18, 2001
Comm. No. CC 067965

trkitart

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

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

FIRST -- THAT **TRAVEL KIT, INC.** _____
(Name of Corporation)
DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT CITY OF Tampa, STATE OF FLORIDA, HAS NAMED

Katherine Stewart _____, LOCATED AT
3424 Jean Circle _____
(Street address and number of building, not P.O. Box)

CITY OF Tampa, 33629 ____, STATE OF FLORIDA, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

SIGNATURE *K. Stewart* (Katherine Co.)
(Corporate Officer)

TITLE: President
DATE *K. Stewart 8/7/97*

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

SIGNATURE *K. Stewart* (Katherine Co.)
(Registered/Resident Agent)
DATE *8/7/97*

FILED
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SECRETARY OF STATE
FLORIDA