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September 3, 1997

Department of State
Division of Corporations
409 E. Gaines St.
Tallahassee, Florida 32399

Re: Articles of Incorporation for TRAVEL AGENTS DIRECT PUBLICATIONS
INC.

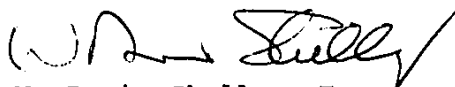
Dear Sirs:

Please find our check in the amount of \$70.00 to cover the following
fees and charges for the enclosed Articles of Incorporation and
Designation:

| | |
|-------------|----------|
| Filing Fee | \$ 35.00 |
| Designation | \$ 35.00 |

Thank you for your assistance in this matter.

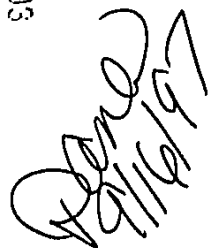
Sincerely,


W. Denis Shelley, Esq.

WDS/tle

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TALLAHASSEE, FLORIDA
SECRET



**ARTICLES OF INCORPORATION
OF
TRAVEL AGENTS DIRECT PUBLICATIONS INC.**

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SECRET
TALLAHASSEE, FLORIDA

ARTICLE I. NAME

The name of the Corporation is TRAVEL AGENTS DIRECT PUBLICATIONS INC. The principal place of business of this Corporation shall be 2553 N. Atlantic Ave., Unit 151.

ARTICLE II. PURPOSE

This Corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

This Corporation is authorized to issue **one hundred (100)** shares of common stock having no par value, which shall be designated "common shares".

ARTICLE IV. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial Registered Office of this Corporation is 2553 N. Atlantic Ave., Unit 151 and the name of the initial registered agent of this Corporation at that address is COLIN P. BAYES.

ARTICLE V. TERM OF EXISTENCE

The Corporate existence of this Corporation shall be perpetual, commencing on the day and date of the filing of these Articles with the Department of State.

ARTICLE VI. INITIAL OFFICERS AND DIRECTORS

This Corporation shall have one (1) director initially. The name and address of the initial officer and director of this Corporation is:

COLIN P. BAYES
Director/President/Secretary/Treasurer
2553 N. Atlantic Ave., Unit 151, Daytona Beach, Fl. 32118

ARTICLE VII. INCORPORATOR(S)

The name and address of the initial incorporator to these Articles of Incorporation is as follows:

COLIN P. BAYES
Director/President/Secretary/Treasurer
2553 N. Atlantic Ave., Unit 151, Daytona Beach, Fl. 32118

ARTICLE VIII. AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment to them, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE IX. SPECIAL PROVISIONS

The stock of this Corporation is intended to qualify under the requirements of Section 1244 and that the Corporation will file as a Subchapter S corporation as provided under the Internal Revenue Code and the regulations issued thereunder. Such actions as are necessary will be taken by the appropriate officers to accomplish this compliance.

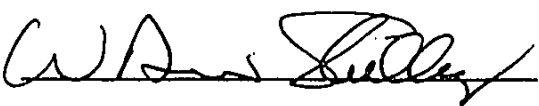
In Witness Whereof the undersigned incorporator has executed these Articles of Incorporation this 3 day of September, 1997.

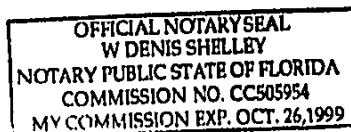


INCORPORATOR

STATE OF FLORIDA
COUNTY OF VOLUSIA

The foregoing instrument was acknowledged before me this 3rd day of Sept., 1997, by COLIN P. BAYES who is personally known to me and who has produced a driver's license as identification.

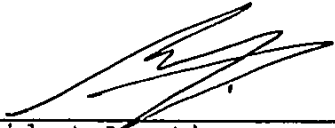

Notary Public, State of Florida
My Commission expires:



ACKNOWLEDGEMENT BY DESIGNATED AGENT

Having been named to accept service of process for the above stated Corporation, at the place designated in these Articles and I hereby accept the appointment as Registered Agent and agree to act in this capacity I further agree to comply with the provision of Florida 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.

Dated 9/3/97

By 
(Resident Agent)

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TALLAHASSEE
FLORIDA
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