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PATRICK H. NEALE
ATTORNEY AT LAW

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 SEP 22 PM 1:08

(941) 642-1485 • FACSIMILE (941) 642-1487

MAILING ADDRESS
P.O. BOX 638
MARCO ISLAND, FL 34146

OFFICE
48 TEMPLEWOOD COURT
MARCO ISLAND, FL 34145

September 15, 1997

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

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****122.50 ****122.50

SUBJECT: All Ways Travel with Jane, Inc.

Dear Sir/Madam:

Enclosed is an original and one (1) copy of the articles of incorporation and a check for: \$122.50. Please return the filed copy of the Articles to this office.

I appreciate your cooperation and attention to this matter. If you have any questions, please do not hesitate to call.

Sincerely,



Patrick H. Neale, Esq.

PHN/ps

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D. BROWN SEP 23 1997

ARTICLES OF INCORPORATION
OF
ALL WAYS TRAVEL WITH JANE, INC.

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The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE 1.

The name of the corporation shall be ALL WAYS TRAVEL WITH JANE, INC..

ARTICLE 2.

The corporation shall have the power to engage in any lawful activity for which corporations may be organized under the Florida Business Corporation Act.

ARTICLE 3.

The aggregate number of shares that the corporation shall have authority to issue and to have outstanding at any one time is 2,000 shares. All such shares shall be of a single class, designated as common.

ARTICLE 4.

Each holder of common shares shall have one vote for each such share held of record on all matters submitted for shareholder approval. Except as otherwise specifically required by law, or except as specifically provided in these articles of incorporation, all other matters requiring shareholder approval shall require an affirmative vote of a majority of the shares voting thereon. The holders of the common shares shall have unlimited voting rights and the right to receive the net assets of the corporation upon its dissolution.

ARTICLE 5.

The corporation elects not to have preemptive rights.

ARTICLE 6.

The corporation shall indemnify to the fullest extent permitted by the Florida Business Corporation Act any person who has been made, or is threatened to be made, a party to an action, suit, or proceeding, whether civil, criminal, administrative, investigative, or otherwise (including an action, suit or proceeding by or in the right of the corporation), by reason of the fact that the person is or was a director or officer of the corporation, or a fiduciary within the meaning of the Employee Retirement Income Security Act of 1974 with respect to an employee benefit plan of the corporation, or serves or served at the

request of the corporation as a director, or as an officer, or as a fiduciary of an employee benefit plan, of another corporation, partnership, joint venture, trust or other enterprise. In addition, the corporation shall pay for or reimburse any expenses incurred by such persons who are parties to such proceedings, in advance of the final disposition of such proceedings, to the full extent permitted by the Florida Business Corporation Act.

ARTICLE 7.

The Florida Control-Share Acquisition sections of the Florida Business Corporation Act (§§ 607.0901 through 607.0903) shall not be applicable to this corporation.

ARTICLE 8.

The bylaws of the corporation may be amended by majority vote of either the directors or the shareholders.

ARTICLE 9.

The number of directors of the corporation shall be fixed by the bylaws of the corporation. The initial board of directors shall consist of two directors whose names and addresses is as follows:

Jerry Atkinson
527 Bradford Ct.
Marco Island, FL 34145

Jane Masters
527 Bradford Ct.
Marco Island, FL 34145

ARTICLE 10.

The initial registered agent of the corporation is Patrick H. Neale. The street address of the corporation's initial registered office is 48 Templewood Ct., Marco Island, FL 33937.

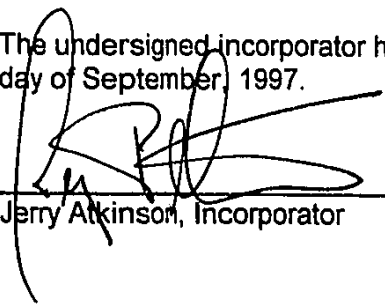
ARTICLE 11.

The principal place of business of this corporation shall be: 527 Bradford Ct., Marco Island, FL 34145. The mailing address of this corporation shall be: P.O. Box 107, Marco Island, FL 34146.

ARTICLE 12.

The name and address of the incorporator to these Articles of Incorporation is: Mr. Jerry Atkinson, 527 Bradford Ct., Marco Island, FL 34145.

The undersigned incorporator has executed these Articles of Incorporation this 12
day of September, 1997.



Jerry Atkinson, Incorporator

CONSENT TO SERVE AS REGISTERED AGENT
FOR
ALL WAYS TRAVEL WITH JANE, INC.

Having been named in the state of Florida as registered agent and to accept service of process for the above stated corporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.

Date:

9/16/97



Patrick H. Neale, Esq.
Attorney at Law
FBN: 258253

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