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JAMES W. SIBREY
Attorney and Counselor at Law

1031 N.W. 6th St., Suite B-
Post Office Box 1164
Gainesville, FL 32602-1164
(904) 371-3310
Fax No.: 904-374-7257

September 8, 1997

SECRETARY OF STATE
CORPORATE DIVISION
P.O. Box 6327
Tallahassee, FL 32314

RE: Incorporation of GOOD TIMES TRAVEL CLUBS, INC.

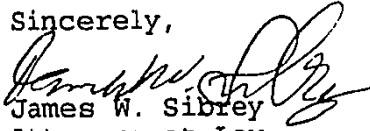
Gentlemen:

I am enclosing herewith an original and a copy of the Articles of Incorporation of the above-named corporation. In addition, a check in the sum of \$122.50 is enclosed which represents the fees for incorporation, certified copy and registered agent.

Please file the original Articles of Incorporation and return a certified copy to the undersigned.

Your prompt attention to the matter would be appreciated.

Sincerely,


James W. Sibrey
Attorney at Law

JWS/jws

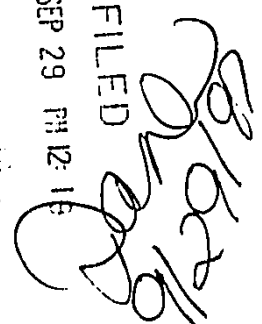
Enclosures

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

97 SEP 29 PM 12:16

FILED



ARTICLES OF INCORPORATION
OF
GOOD TIMES TRAVEL CLUBS, INC.

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97 SEP 29 PM 12:19
SEC.
TALLAHASSEE
FLORIDA

A FLORIDA CORPORATION

The undersigned, acting as incorporator of a Florida Corporation under the Florida General Corporation Act, Chapter 607, Florida Statutes, adopts this following Articles of Incorporation for such corporation:

ARTICLE ONE

NAME

The name of the corporation is GOOD TIMES TRAVEL CLUBS, INC.

ARTICLE TWO

DURATION

The term of existence of the corporation is perpetual.

ARTICLE THREE

PURPOSE

The corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated in the State of Florida.

ARTICLE FOUR

CAPITOL STOCK

The aggregate number of shares which the corporation has authority to issue is five hundred (500), all of which shall be common shares with par value of one dollar (\$1.00).

ARTICLE FIVE

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 1031 N.W. 6th Street, Suite B-3, Gainesville, Florida, 32602, and the name of the initial registered agent is JAMES W. SIBREY.

ARTICLE SIX

DIRECTORS

The Corporation shall have two director initially. The number of directors may be either increased or decreased from time to time by the By-Laws of the corporation, but shall never be less than one. The name and address of the initial directors of the corporation is:

JAMES W. SIBREY
1031 N.W. 6th St., Suite B-3
Gainesville, FL 32602

EULA M. WILLIAMS
1503 S.E. 13TH PLACE
GAINESVILLE, FL 32601

ARTICLE SEVEN

PREEMPTIVE RIGHTS GRANTED

Each share holder of any class of stock of this corporation shall be entitled to full preemptive rights to purchase any unissued or treasury shares of the corporation and any securities of the corporation convertible into or carrying a right to subscribe to or acquire shares of any such unissued or treasury shares.

ARTICLE EIGHT

INCORPORATOR

The name and address of the Incorporator signing these Articles of Incorporation is:

JAMES W. SIBREY
1031 N.W. 6th St., Suite B-3
Gainesville, FL 32602

ARTICLE NINE

AMENDMENT OF ARTICLES

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

ARTICLE TEN

LIMITATION ON REMOVAL OF DIRECTORS

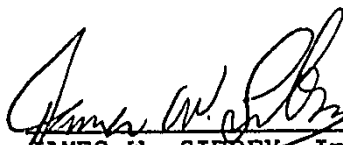
The shareholders of the corporation shall not be entitled to remove any director from office during his term without cause.

ARTICLE ELEVEN

COMMENCEMENT OF EXISTENCE

The corporation shall be deemed to commence its existence on September 1, 1997, for accounting purposes only.

IN WITNESS WHEREOF, I have subscribed my name to these Articles of Incorporation this 9th day of September, 1997.



JAMES W. SIBREY, Incorporator

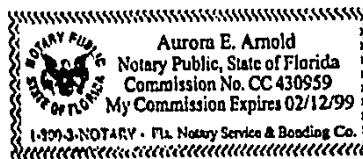
STATE OF FLORIDA)
) ss:
COUNTY OF ALACHUA)

BEFORE ME, the undersigned authority, authorized to take acknowledgements in the state and county set forth above, personally appeared JAMES W. SIBREY, known to be and known to me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the state and county aforesaid, this 9th day of September, 1997.



NOTARY PUBLIC-STATE OF FLORIDA
My Commission Expires:



STATE OF FLORIDA
DEPARTMENT OF REVENUE
CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR
THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT
UPON WHOM PROCESS MAY BE SERVED AND NAMES AND
ADDRESSES OF THE OFFICERS AND DIRECTORS.

The following is submitted, in compliance with Chapter 48.091,
Florida Statutes:

GOOD TIMES TRAVEL CLUBS, INC.

a corporation organizing under the laws of the State of Florida
with its principal office at 1031 N.W. 6th St., Suite B-3 in the
City of Gainesville, County of Alachua, State of Florida, has named
JAMES W. SIBREY, located at 1031 N.W. 6th St., Suite B-3, City of
Gainesville, County of Alachua, State of Florida as it's agent to
accept service of process within this State.

OFFICER:

JAMES W. SIBREY, President, Treasurer
1031 N.W. 6th St., Suite B-3
P.O. BOX 1164
Gainesville, FL 32602

Eula Mae Williams, Vice President, Secretary
1503 S.E. 13th Place
Gainesville, FL 32601

DIRECTORS:

JAMES W. SIBREY
1031 N.W. 6th St., Suite B-3
P.O. BOX 1164
Gainesville, FL 32602

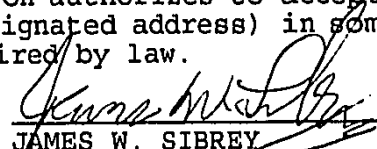
EULA MAE WILLIAMS
1503 S.E. 13th Place
Gainesville, FL 32601

BY: 

Corporate Officer

ACCEPTANCE:

I agree as Resident Agent to accept Service of Process; to
keep office hours during prescribed hours; to post my name (and any
other officers of said corporation authorizes to accept service of
process at the above Florida designated address) in some conspicu-
ous place in the office as required by law.


JAMES W. SIBREY
Resident Agent

Filing Fee: \$3.00

FILED
SEP 29 PM 12:16
TALAMON