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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (850) 922-4001

FROM: FAS-T CORP. AGENTS, INC.
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NAME: DESTINY TRAVEL, INC.

AUDIT NUMBER.....H97000018084

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

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TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
DESTINY TRAVEL, INC.**

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

ARTICLE I

The name of the corporation shall be Destiny Travel, Inc.

ARTICLE II

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 III

The aggregate number of shares that the corporation shall have authority to issue and to have outstanding at any one time is 1,000,000 shares. All such shares shall be of a single class, designated as common, with a par value of \$.10 per share.

ARTICLE IV

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.

At each election for directors, the shareholders shall be entitled to cast votes using the cumulative method of voting for directors.

ARTICLE V

The corporation elects to have preemptive rights.

Prepared by: Kevin C. Ambler
400 North Tampa Street Suite 1100
Tampa, Florida 33602
(813) 275-9100

ARTICLE VI

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 VII

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 VIII

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

ARTICLE IX

The number of directors of the corporation shall be fixed by the bylaws of the corporation. The initial board of directors shall consist of one director whose name and addresses are as follows:

Michael J. Harley
9814 Memorial Highway
Tampa, FL 33615

ARTICLE X

The initial registered agent of the corporation is Michael J. Harley. The street address of the corporation's initial registered office is 9814 Memorial Highway, Tampa, FL 33615.

ARTICLE XI

The principal place of business and mailing address of this corporation shall be: 9814 Memorial Highway, Tampa, FL 33615.

ARTICLE XII

The name and address of the incorporator to these Articles of Incorporation is Michael J. Harley,
9814 Memorial Highway, Tampa, FL 33615.

The undersigned incorporator has executed these Articles of Incorporation this 27th day of October, 1997.

Michael J. Harley
Michael J. Harley, Incorporator

STATE OF FLORIDA)
) ss.
COUNTY OF HILLSBOROUGH)

Subscribed and sworn to before this 28th day of October 1997, by
MICHAEL J. HARLEY, who is personally known to me ~~for who has produced~~
~~as identification~~, and did not take an oath.



Florence M Ohms
My Commission CC530500
Expires March 17, 2001

Florence G. Olme
Notary Public
Name: _____

(Typed or Printed)

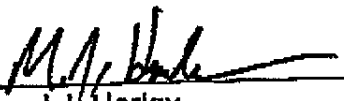
(Notary Seal)

Commission No.: _____
My Commission Expires: _____

CONSENT TO SERVE AS REGISTERED AGENT
FOR
DESTINY TRAVEL OF TAMPA BAY, 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: October 27, 1997


Michael J. Harley

STATE OF FLORIDA)
) ss.
COUNTY OF HILLSBOROUGH)

Subscribed and sworn to before this 28th day of October 1997, by MICHAEL J. HARLEY, who is personally known to me ~~for who has produced~~ as identification, and did not take an oath.



Florence M Chene
My Commission CC830509
Expires March 17, 2001



Notary Public

Name: _____

(Typed or Printed)

(Notary Seal)

Commission No.: _____

My Commission Expires: _____

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