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INCORPORATORS INC

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12/15/97

FLORIDA DIVISION OF CORPORATIONS  
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TO: DIVISION OF CORPORATIONS

FAX #: (850) 922-4001

FROM: FLORIDA INCORPORATORS, INC.

ACCT#: 075350000473

CONTACT: MARK HANKINS

PHONE: (305) 350-5221

FAX #: (305) 350-9148

NAME: ULTIMATE TOUR GUIDES, INC.

AUDIT NUMBER.....H97000020618

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

CERT. OF STATUS..0

PAGES..... 3

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TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

ULTIMATE TOUR GUIDES, INC.

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THE UNDERSIGNED, ACTING AS INCORPORATOR OF A CORPORATION UNDER THE FLORIDA BUSINESS CORPORATION ACT, ADOPTS THE FOLLOWING ARTICLES OF INCORPORATION:

FIRST: The name of the corporation is **ULTIMATE TOUR GUIDES, INC.**

SECOND: The period of its duration is perpetual.

THIRD: The date of the commencement of the corporate existence shall be January 1, 1998.

FOURTH: The purpose or purposes for which the corporation is organized is to engage in the transaction of any or all lawful business for which the corporation may be incorporated under the provisions of the Florida Business Corporation Act.

FLORIDA INCORPORATORS, INC.  
1221 BRICKELL AVE, STE. 900 1  
MIAMI, FL 33131  
(305) 350-5221

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**FIFTH:** The aggregate number of shares which the corporation shall have authority to issue is **ONE THOUSAND (1,000) SHARES** of capital stock, \$.001 par value each.

**SIXTH:** The number of directors constituting the initial Board of Directors of the corporation is one (1) and the name and address of the person who is to serve as director until the first annual meeting of shareholders or until his successor(s) is elected and qualified is:

JOSEPH W. PARILLO  
9360 N.W. 46TH ST.  
SUNRISE, FL 33351

**SEVENTH:** The name and address of the incorporator is:

MARK HANKINS  
701 BRICKELL KEY BLVD. #604  
MIAMI, FL 33131

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**EIGHTH:** The name and address of the initial registered agent and the initial registered office is:

FLORIDA INCORPORATORS, INC.  
1221 BRICKELL AVE. STE. 900  
MIAMI, FL 33131

**NINTH:** The principal office of the corporation is:

ULTIMATE TOUR GUIDES, INC.  
9360 N.W. 46TH ST.  
SUNRISE, FL 33351

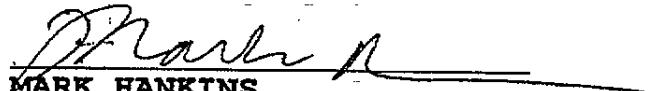
DATED: December 15, 1997

  
MARK HANKINS  
Incorporator

**ACCEPTANCE OF REGISTERED AGENT**

I hereby am familiar with and accept the duties and responsibilities as registered agent of the corporation.

FLORIDA INCORPORATORS, INC.

  
MARK HANKINS  
President