

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

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DIVISION OF CORPORATIONS

98 FEB -3 AM 7:50

P980000010920

The Journey II, Inc.

Art of Inc. File _____

LTD Partnership File 2800002419412--6

Foreign Corp. File 02/03/98 01033-008
****122.50 ****122.50

L.C. File _____

Fictitious Name File _____

Trade/Service Mark _____

Merger File _____

Art. of Amend. File _____

RA Resignation _____

Dissolution / Withdrawal _____

Annual Report / Reinstatement _____

Cert. Copy _____

Photo Copy _____

Certificate of Good Standing _____

Certificate of Status _____

Certificate of Fictitious Name _____

Corp Record Search _____

Officer Search _____

Fictitious Search _____

Fictitious Owner Search _____

Vehicle Search _____

Driving Record _____

UCC 1 or 3 File _____

UCC 11 Search _____

UCC 11 Retrieval _____

Courier _____

Signature _____

Requested by: du

Name _____

Date 2/2/98

Time 9:30

Walk-In _____

Will Pick Up _____

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DIVISION OF CORPORATIONS

RP
02-04-98

**ARTICLES OF INCORPORATION
OF**

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THE JOURNEY II, INC.

The undersigned incorporator to these Articles of Incorporation, a natural person competent to contract, hereby presents these Articles for the formation of a corporation under the laws of the State of Florida.

ARTICLE I: NAME

The name of the corporation is **THE JOURNEY II, INC.**

ARTICLE II: EXISTENCE

The corporation shall have perpetual existence.

ARTICLE III: PURPOSE

The nature of the business and the objects and purposes proposed to be transacted, promoted or carried on are to engage in any and all lawful business for which corporations may be incorporated under the Florida General Corporations Act.

ARTICLE IV: CAPITAL STOCK

The maximum number of shares of stock that the corporation is authorized to have outstanding at any one time is amount 10,000 shares of common stock having a par value of (\$1.00) Dollar per share.

ARTICLE V: SECTION 1244 STOCK

The corporation, and the parties hereto, shall take whatever action shall be necessary to cause the shares of the corporation to qualify as "Section 1244 Stock" as such term is used and defined in the Internal Revenue Code of 1954, as amended, and regulations issued thereunder.

ARTICLE VI: INITIAL REGISTERED OFFICE AND AGENT

The post office address of the corporation's initial registered agent is 305 South Brevard Avenue, Suite 1, Tampa, FL 33606, and the name of the initial registered agent at such address

is Suzette M. Alfonso, Esquire. The Board of Directors may from time to time move the registered office to any other address in the State of Florida.

ARTICLE VII: INITIAL DIRECTORS

The initial Board of Directors shall consist of one (1) Director, whose name and post office address follows:

SHARON LARDIERI
647 Gillette Ave.
Temple Terrace, FL 33617

who shall hold office until the first annual meeting of the shareholders, and until her successor(s) shall have been elected and qualified or until their earlier resignation, removal from office or death.

The number of Directors may be increased or decreased from time to time by Amendment of the By-Laws, but no decrease shall have the effect of shortening the term of any incumbent Director. The number of Directors shall never be less than one (1).

ARTICLE VIII: INCORPORATOR

The name and post office address of the person filing these Articles of Incorporation as Incorporator is as follows:

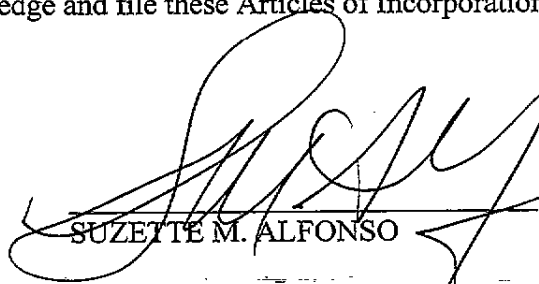
SUZETTE M. ALFONSO, ESQ.
P.O. Box 173023
Tampa, FL 33606

ARTICLE IX: AMENDMENTS

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the shareholders, and approved at a shareholders' meeting by a majority of the stock entitled to vote thereon, unless all the directors and all shareholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made. All rights of shareholders are subject to these reservations.

IN WITNESS WHEREOF, the incorporator above named has set her hand and seal this 2nd day of February, 1998, for the purpose of forming this corporation under the laws of the State of

Florida, and I make, subscribe, acknowledge and file these Articles of Incorporation, and certify that the facts herein stated are true.


SUZETTE M. ALFONSO

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

I HEREBY CERTIFY that before me personally appeared Suzette M. Alfonso, to me known to be the person described in and who executed the foregoing Articles of Incorporation, and acknowledged the execution thereof to be his free act and deed for the uses and purposes therein mentioned.

WITNESS my signature and official seal this 2nd day of February, 1998.




NOTARY PUBLIC
My Commission Expires:

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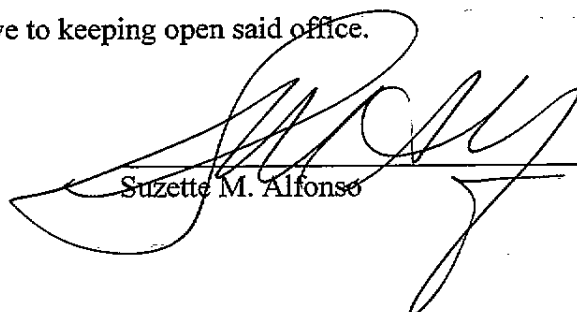
RESIDENT AGENT CERTIFICATE

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

THE JOURNEY II, INC., desiring to organize under the laws of the State of Florida with its initial principal office located at 647 Gillette Avenue, Temple Terrace, Florida 33617, has named SUZETTE M. ALFONSO, ESQUIRE, located at 305 S. Brevard Ave., Suite 1, Tampa, Florida 33606, as its agent to accept service of process within the State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above-named corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.


Suzette M. Alfonso