

(SAMPLE LETTER OF TRANSMITTAL)

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 FEB -5 AM 11:49

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

Re: SA-FUN TRAVEL Inc.
(name of corporation)

Gentlemen:

Enclosed please find the original and one copy of the Articles of Incorporation, together with my check in the amount of \$122.50.

This represents the cost of the Filing Fees, Certified Copy of Articles of Incorporation and Fee for Registered Agent Designation for the above named corporation.

Very truly yours,

Bernadette A. Sahatello
(individual's name)

Sa-Fun Travel, Inc.
(name of corporation)

MAILING ADDRESS OF CORPORATION		
9480 BOCA COVE CIRCLE		
#411 BOCA RATON FL		
33428		
PHONE		
(561)	477-9064	
Area Code	Number	Ext.

D. BROWN FEB - 6 1998

ARTICLES OF INCORPORATION

of

Sa-Fun Travel Inc.

(name of corporation)

The undersigned subscriber(s) to these Articles of Incorporation, natural person(s) competent to contract, hereby form a corporation under the laws of the State of Florida.

ARTICLE I - CORPORATE NAME

The name of the corporation is:

Sa-Fun Travel Inc.

ARTICLE II - DURATION

This corporation shall exist perpetually unless dissolved according to Florida law.

ARTICLE III - PURPOSE

The corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue 1000 shares () of 1.00 Dollar(s) (\$ 1.00) par value Common Stock, which shall be designated "Common Shares."

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the Initial Registered Agent office and the name of the Initial Registered Agent at that office is:

NAME	<u>Bernadette A. Sabatello</u>		
ADDRESS	<u>9480 Boca Cove Circle #411</u>		
CITY	<u>Boca Raton</u>	FLORIDA <u>FL.</u>	ZIP <u>33428</u>

The principal office, if known, or the mailing address of the corporation is:

NAME	<u>K</u>		
ADDRESS	<u>9480 Boca Cove Cir. #411</u>		
CITY	<u>Boca Raton</u>	FLORIDA <u>FL.</u>	ZIP <u>33428</u>

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have 2 (2) directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The names and addresses of the initial director(s) of the corporation are as follows:

NAME	<u>FRANK FUNICELLO</u>		
ADDRESS	<u>8943 SW 18th Rd</u>		
CITY	<u>BOCA RATON</u>	STATE <u>FL</u>	ZIP <u>33433</u>
NAME	<u>BERNADETTE A. SABATELLO</u>		
ADDRESS	<u>9480 BOCA COVE CIRCLE # 411</u>		
CITY	<u>BOCA RATON</u>	STATE <u>FL</u>	ZIP <u>33428</u>
NAME			
ADDRESS			
CITY		STATE	ZIP

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ARTICLE VII - INCORPORATORS

The names and addresses of the incorporators signing these Articles of Incorporation are as follows:

NAME	FRANK FUNICELLO		
ADDRESS	8943 SW 18th Rd		
CITY	BOCA RATON	STATE	FL ZIP 33433
NAME	BERNADETTE A SABATELLO		
ADDRESS	9480 BOCA COVE CIRCLE #411		
CITY	BOCA RATON	STATE	FL ZIP 33428
NAME			
ADDRESS			
CITY		STATE	ZIP

IN WITNESS WHEREOF, the undersigned subscriber(s) have executed these Articles of Incorporation this _____ day of FEB 2, 1998.

Frank Funicello (Seal)
Bernadette A. Sabatello (Seal)
 _____ (Seal)

CERTIFICATE AND ACKNOWLEDGEMENT
OF REGISTERED AGENT

CERTIFICATE OF REGISTERED AGENT
OF

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SA - FUN TRAVEL INC.
(name of corporation)

Pursuant to Florida Statutes Sections 48.091 and 607.0501, the following is submitted:

The above corporation, desiring to organize under the laws of the State of Florida with
its registered office as indicated in the Articles of Incorporation

at SA - FUN TRAVEL INC.

9480 BOGA COVE CIRCLE #411 BOCA RATON FL
has named BERNADETTE A. SALATELLO 33428

located at the aforesaid address, as its Registered Agent to accept service of process
within this state.

ACKNOWLEDGEMENT

Having been named as Registered Agent to accept service of process for the above
stated corporation at the place designated in this certificate, and being familiar with
the obligations of that position, I hereby accept to act in this capacity, and agree to
comply with the provisions of Florida Law in keeping open said office.

Bernadette A. Salatello
(registered agent)