

P98000021457

IN OFFICE

TERRY L. CARBONELL

P.O. Box 2668
Fort Myers, FL 33902

Phone 941/936-7271
Fax 941/936-1064

March 4, 1998

Secretary of State
Division of Corporations
New Filings
409 East Gaines Street
Tallahassee, FL 32301

Re: Dusty Trails Travel, Inc.

000002448050-1
-03/05/98-D1045-008
*****70.00 *****70.00

Gentlemen:

Enclosed please find an original and copy of the Articles of Incorporation for Dusty Trails Travel, Inc. together with a check in the amount of \$70.00 to cover the incorporation fees. Please send me a stamped copy with the certificate of incorporation.

Please note that I had mailed this corporation to you on February 16, 1998, but, apparently, the paperwork became lost somewhere between here and there. If the original paperwork ever arrives, please just send it back. Thank you.

Sincerely yours,

Terry L. Carbonell

TERRY L. CARBONELL
Attorney at Law

FILED
98 MAR -5 PM 12:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TM- 3/6/98

ARTICLES OF INCORPORATION

of

DUSTY TRAILS TRAVEL, INC.

The undersigned hereby petitions for the formation of a corporation under the Laws of the State of Florida, with and under the following charter:

ARTICLE I

The name of the corporation shall be **DUSTY TRAILS TRAVEL, INC.**

ARTICLE II

The general nature of the business to be transacted shall be to conduct a travel agency and to otherwise engage in any activity or business permitted under the Laws of the United States of America and this State.

ARTICLE III

The authorized capital stock of this corporation shall consist of 100 shares of common stock of \$1.00 par value each, all or part of said stock to be issued from time to time as may be determined by the Board of Directors. On the dissolution or liquidation of the corporation, the holders of stock shall be entitled to distribution ratably as their holdings may appear upon the stock record of the corporation.

ARTICLE IV

The corporation shall have perpetual existence.

ARTICLE V

The business and property of the corporation shall be managed by a Board of Directors consisting of one or more members as may be provided by the By-Laws.

ARTICLE VI

The names and post office addresses of the first Board of Directors of this corporation, who, subject to the provisions of these Articles, the By-Laws of this corporation and the Laws of the State of Florida, shall hold office for the first year of this corporation's existence or until their successors are elected and have qualified are as follows:

TERRY L. CARBONELL

President
Secretary
Director

P.O. Box 2668
Fort Myers, FL 33902

FILED
98 MAR -5 PM 12:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

HELEN L. NORMANDIN

Vice President
Treasurer
Director

2454 Sunrise Blvd.
Fort Myers, FL 33907

MARIO CARBONELL

Director

P.O. Box 2668
Fort Myers, FL 33902

ARTICLE VII

The Registered Agent for the purposes of complying with Florida Law shall be TERRY L. CARBONELL and the registered post office address shall be P.O. Box 2668, Fort Myers, FL 33902; physical location: 2560 Moreno Avenue, Fort Myers, FL 33901.

ARTICLE VIII

The post office address of the principal office of this corporation until otherwise determined by the stockholders or Board of Directors shall be P.O. Box 2668, Fort Myers, FL 33902; physical location: 2560 Moreno Avenue, Fort Myers, FL 33901, and branch offices may be maintained at such places in the State of Florida, and in the United States of America and foreign countries as may from time to time be authorized by the stockholders or Board of Directors of this corporation.

ARTICLE IX

The names and post office addresses of the Subscribers of these Articles of Incorporation and the number of shares of the capital stock of this corporation subscribed by the said subscriber of these Articles of Incorporation are as follows:

TERRY L. CARBONELL

P.O. Box 2668
Fort Myers, FL 33902

100 shares
...

ARTICLE X

The regulations of conduct of the affairs of this corporation, the issuance of certificates of capital stock of this corporation, the voting rights of the holders of the shares of the capital stock of this corporation, are vested in the shareholders.

IN WITNESS WHEREOF, the undersigned subscribers have hereunto set their hands and seals in the City of Fort Myers, County of Lee, State of Florida, this 4 day of March, 1998.

 (SEAL)
TERRY L. CARBONELL

STATE OF FLORIDA)

) ss:

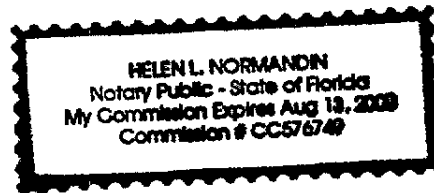
COUNTY OF LEE)

I HEREBY CERTIFY that on this day personally appeared before me, the undersigned authority, TERRY L. CARBONELL, (ID used: personally known) to me well known and known by me to be the person who executed the foregoing Articles of Incorporation of **DUSTY TRAILS TRAVEL, INC.**, and they acknowledge before me that they have executed the same for the purposes therein set forth.

SWORN TO AND SUBSCRIBED before me this 4 day of March, 1998.



NOTARY PUBLIC, State of Florida



CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE
OF PROCESS WITHIN THE STATE, NAMING AGENT UPONM WHOM PROCESS MAY
BE SERVED

* * * * *

In pursuance of Chapter 48.901, Florida Statutes, the following is submitted in compliance
with said act:

FIRST: That **DUSTY TRAILS TRAVEL, INC.** desiring to organize under the Laws of
the State of Florida with its principal office as indicated in the Articles of Incorporation at P.O.
Box 2668, Fort Myers, FL 33902 physical location: 2560 Moreno Avenue, City of Fort Myers,
County of Lee, State of Florida, has named **TERRY L. CARBONELL**, 2560 Moreno Avenue,
Fort Myers, FL 33901 as its agent to accept service of process within the State.

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

By: Terry L Carbonell
TERRY L. CARBONELL
Registered Agent

FILED
98 MAR -5 PM 12:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA