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LAW OFFICES OF
Noel G. Lawrence, P.A.

Attorneys & Counselors at Law

100 Riverside Avenue
Jacksonville, FL 32202

Telephone: (904) 356-9928
Facsimile: (904) 356-6762

April 7, 1998

Secretary of State of Florida
Division of Corporations
The Capitol
Tallahassee, FL 32301

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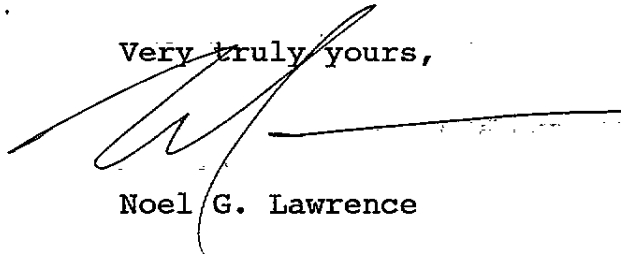
RE: TRAVEL, TOURS & CRUISES, INC.
Document Number: UNKNOWN

Dear Sir/Madam:

Enclosed please find for filing articles of corporation on the above referenced and a check for \$127.50 to cover the charges for the filing, inclusive of the charges for certifying the receipt of the document.

If you have any questions or concerns, please do not hesitate to contact me immediately. Thank you for your anticipated courtesy and cooperation.

Very truly yours,



Noel G. Lawrence

NGL/cfr

Enclosure(s)

Dmc
4/17/98

EFFECTIVE DATE
4-8-98

FILED
98 APR 15 AM 8:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

98 APR 15 AM 8:06

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF

TRAVEL, TOURS & CRUISES, INC.

I, the undersigned subscriber to these Articles of Incorporation, natural persons competent to contract, hereby form a corporation under the laws of the State of Florida.

ARTICLE I

Name of Corporation

The name of the corporation shall be:

EFFECTIVE DATE

4-8-98

TRAVEL, TOURS & CRUISES, INC.

ARTICLE II

Nature of Business

The general nature of the business to be transacted by this corporation is to provide travel, tours and transportation services, in and around Florida, including but not limited to the City of Jacksonville. This corporation will also engage in any other activities or business permitted under the laws of the United States and the State of Florida.

To manufacture, purchase or otherwise acquire, and to own, mortgage, pledge, sell, assign, transfer, manage, or otherwise dispose of, and to invest in, trade in, deal in and with goods, wares, merchandise, real and personal property, and services, of every class, kind and description except that it is not to conduct a banking, safe deposit, trust, insurance, surety, express, railroad, canal, telegraph, telephone, or cemetery company, a building and loan association, mutual fire insurance association,

corporations shares or property through merger or extinguishment of debts. Preemptive rights shall apply to the reissuance of all redeemed or otherwise acquired shares, including the reissuance of treasury shares.

B. This Article pertaining to preemptive rights may not be amended or deleted without the unanimous vote of the shareholders.

C. No issue of stock of the corporation shall take place unless the price at which the stock is to be issued shall be unanimously approved by the shareholders of the corporation.

D. There shall be no more than fifteen (15) shareholders of this corporation at any time. Said shareholders may be real persons and/or legal entities such as corporations, associations, or partnerships.

ARTICLE IV

Term of Existence

This corporation is to exist perpetually and will begin five days prior to the filing of this document.

ARTICLE V

Principal Place of Business

The initial street address of the principal office of this corporation is 140 WEST MONROE, JACKSONVILLE, FLORIDA 32202. The Board of Directors may, from time to time, move the principal office to any other address in Florida.

ARTICLE VI

Directors

The business affairs of the corporation shall be a President,

cooperative association, fraternal benefit society, state fair or exposition. To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes or other evidences of indebtedness and execute such mortgages, transfers of corporate property, or other instruments to secure the payment of corporate indebtedness as required.

To produce corporate assets of any other corporation and engage in the same or other character of business.

To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge, or otherwise acquire or dispose of the shares of capital stock of, or any bonds, securities, or other evidences or indebtedness created by other corporations of the State of Florida, or any other state or government, and while owner of such stock to exercise all the rights, powers and privileges or ownership, including the right to vote such stock.

ARTICLE III

Stock

The maximum number of shares of stock that the corporation is authorized to have outstanding at any one time is:

1000

A. Shareholders of the corporation shall have preemptive rights to acquire their pro rata share of stock of the corporation for all issues of the one class of common stock of the corporation no matter when authorized, and for whatever consideration is contemplated to be received by the corporation, including but not limited to cash, other property, services, acquisition of other

one or more Vice-Presidents, a Secretary, and a Treasurer elected by shareholders as provided by the By-Laws of the corporation. The shareholders may designate in the By-Laws for the deletion of the office of the Vice-President. In addition, the following officers shall be:

President - HANIF KISSOONAL, 140 WEST MONROE STREET,
JACKSONVILLE, FL 32202.

Vice President - PHILIP BABB, 1619 INDIAN SPRING DRIVE,
JACKSONVILLE, FL 32225.

Secretary - MICHELLE WADSWORTH, 140 WEST MONROE STREET,
JACKSONVILLE, FL 32202.

ARTICLE VII

Registered Agent

The initial designation of the registered agent office of this corporation shall be NOEL G. LAWRENCE, 100 RIVERSIDE AVENUE, JACKSONVILLE, FLORIDA 32202. Pursuant to Florida Statutes Section 607.164, having been named to accept process for the above stated corporation, at the place designated in these Articles of Incorporation, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.



NOEL G. LAWRENCE

ARTICLE VIII

Amendment

The Articles of Incorporation may be amended in the manner

provided by law. Every Amendment shall be approved by a majority vote of the shareholders based on a majority of the stock entitled to vote thereon, unless all the shareholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE IX

Indemnification

This corporation shall indemnify an officer or Board Member, if any, to the full extent permitted by law.

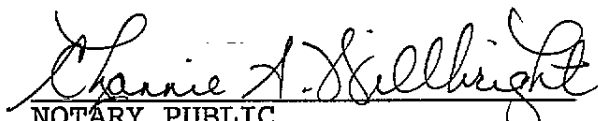
IN WITNESS WHEREOF, NOEL G. LAWRENCE, the incorporator, has hereunto set his hand and seal this 7th day of April, 1998.


NOEL G. LAWRENCE

STATE OF FLORIDA
COUNTY OF DUVAL

BEFORE ME, the undersigned authority, personally appeared, NOEL G. LAWRENCE, who, after first being duly sworn, deposes and says that he is the person described in the foregoing Articles of Incorporation and he subscribed to those Articles of Incorporation.

WITNESS my hand and official seal in the County and State named above, this 7th day of April, 1998.


NOTARY PUBLIC
My commission expires:

