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Peter Keating
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April 24, 1998

Peter Keating

Florida Department of State
The Honorable Sandra Barringer Mortham
Secretary of State
P.O. Box 6327
Tallahassee, FL 32314

500002505255-1
-04/29/98-01063-003
****122.50 ****122.50

RE: Thunder Alley Tours, Inc.

Dear Ms. Mortham:

Enclosed herewith you will please find an original and a copy of the Articles of Incorporation of the above styled Corporation for the filing of the same. I am also enclosing my check made payable to your order in the amount of \$122.50.

Kindly forward the Certificate of Incorporation, together with the Certified copy of the Articles of Incorporation to me in the manner usually provided for by your office.

Thank you for your usual cooperation in this matter.

Very Truly Yours,

Peter Keating
Peter Keating, Esq.

PK:pmk

Enclosures

FILED
98 APR 29 AM 10:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B. BROCK ADD 3 010981

**ARTICLES OF INCORPORATION
OF
THUNDER ALLEY TOURS, INC.**

FILED
98 APR 29 AM 10:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

ARTICLE I.

NAME

The name of the corporation is **THUNDER ALLEY TOURS, INC.**

ARTICLE II.

NATURE OF BUSINESS

The corporation may engage in any activity or business permitted under the laws of the United States of America and of this State, 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, fraternal benefits society, state fair or exposition.

ARTICLE III.

CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 500 shares of common stock having a nominal par value of \$1.00 per share.

ARTICLE IV.

INITIAL CAPITAL

The amount of capital with which this corporation will begin business is \$500.00.

ARTICLE V.

TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI.

ADDRESS

The initial street address of the principal office of the corporation in the State of Florida is 32 Azalea Drive, Ormond Beach, Florida 32176-3508. The Board of Directors may, from time to time, move the principal office to any other address in Florida.

ARTICLE VII.

DIRECTORS

This corporation shall have one director initially. The number of directors may be increased or diminished from time to time by the By-Laws adopted by the stockholders but shall never be less than one.

ARTICLE VIII.

INITIAL DIRECTORS

The name(s) and address(es) of the member(s) of the first Board of Directors are: MICHAEL D. ELLIOTT, 32 AZALEA DRIVE
ORMOND BEACH, FL 32176-3508

The above-named director(s) shall hold office for the first year of the existence of the corporation or until his (their) successors are elected or appointed and have qualified.

ARTICLE IX.

SUBSCRIBERS

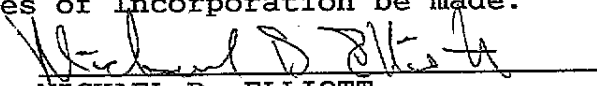
The name and address of the subscriber of these Articles of Incorporation, the number of shares he agrees to take and the value of consideration therefore are:

NAME	SHARES	CONSIDERATION
MICHAEL D. ELLIOTT 32 AZALEA DRIVE ORMOND BEACH, FL 32176-3508	500	\$500.00

ARTICLE X.

AMENDMENT

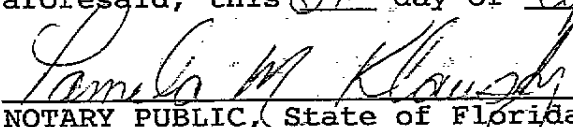
These Articles of Incorporation may be amended in the manner provided by law. Every Amendment shall be approved by the Board of Directors, proposed to them by the stockholders and approved at a Stockholders' meeting by a majority of the stock entitled to vote thereon, unless all of the directors and all of the Stockholders sign a written statement manifesting their intention on a certain Amendment to these Articles of Incorporation be made.


MICHAEL D. ELLIOTT
Subscriber

**STATE OF FLORIDA
COUNTY OF VOLUSIA**

I HEREBY CERTIFY that on this day before me, a Notary Public duly authorized in the State and County aforesaid to take acknowledgements and administer oaths, did appear, MICHAEL D. ELLIOTT, who is well known to me or produced a driver's license or identification and he is the person described as the subscriber in and who executed the foregoing Articles of Incorporation and he acknowledged before me that he subscribed to these Articles of Incorporation.

WITNESS my hand and official seal, in the County and State aforesaid, this 14th day of April, 1998.


NOTARY PUBLIC, State of Florida at Large
Typed Name: Pamela M. Klausky

My Commission Expires: July 10, 2000

[Seal]



Pamela M. Klausky
MY COMMISSION # 00568680 EXPIRES
JULY 10, 2000
BONDED THRU TROY FAIR INSURANCE, INC.


CERTIFICATE

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted in compliance with said act.

THUNDER ALLEY TOURS, INC., desiring to organize under the laws of the State of Florida with its registered office located at 32 Azalea Drive, Ormond Beach, County of Volusia, State of Florida, has named MICHAEL D. ELLIOTT, as its agent to accept service of process within the State.

ACKNOWLEDGMENT

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


MICHAEL D. ELLIOTT
Resident Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA