

P98000039707

PAUL A. MORAN, p.a.

Attorney at Law
46 N. Washington Blvd., Suite 25-A
Sarasota, Florida 34236
(941) 955-1717
Telecopier
364-9898

FILED
98 JUL 15 AM 9:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

May 6, 1998

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*****35.00 *****35.00

Corporate Records Bureau
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

RE: Morgan Travel Plus, Inc.

*upd 6-15-
CR 1080*

Dear Sir/Madam:

Please find enclosed original Amended Articles of Incorporation and our check for \$35.00 for the filing fee, for the above-referenced corporation.

Thank you.

Sincerely,

Karen LaMotte, Secretary to
PAUL A. MORAN

/kl
Enclosure

VS JUL 16 1998

Amend.



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

June 25, 1998

PAUL A. MORAN, P.A.
46 N. WASHINGTON BLVD., STE. 25-A
SARASOTA, FL 34236

SUBJECT: MORGAN TRAVEL PLUS, INC.
Ref. Number: P98000039707

We have received your document for MORGAN TRAVEL PLUS, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Amendments for Florida profit corporations are filed in compliance with section 607.1006, Florida Statutes. Please see the enclosed information.

The date of adoption of each amendment must be included in the document.

The amendment must be adopted in one of the following manners:

(1) If an amendment was approved by the shareholders, one of the following statements must be contained in the document.

(a) A statement that the number of votes cast for the amendment by the shareholders was sufficient for approval, -or-

(b) If more than one voting group was entitled to vote on the amendment, a statement designating each voting group entitled to vote separately on the amendment and a statement that the number of votes cast for the amendment by the shareholders in each voting group was sufficient for approval by that voting group.

(2) If an amendment was adopted by the incorporators or board of directors without shareholder action.

(a) A statement that the amendment was adopted by either the incorporators or board of directors and that shareholder action was not required.

Please return your document, along with a copy of this letter, within 60 days of your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6909.

Velma Shepard
Corporate Specialist

Letter Number: 598A00034911

DIVISION OF CORPORATIONS

98 JUL 15 AM 9:10

RECEIVED

AMENDED
ARTICLES OF INCORPORATION
OF
MORGAN TRAVEL PLUS, INC.

FILED
98 JUL 15 AM 9:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation for profit under the Florida General Corporation Act, hereby amends its existing Articles, which Amendment was adopted by the incorporator on June 15, 1998, without shareholder action and shareholder action was not required, by replacing and adopting the following Amended Articles in their entirety:

ARTICLE I - NAME

The name of the corporation is: MORGAN TRAVEL PLUS, INC.

ARTICLE II - DURATION

The term of existence of the corporation is perpetual.

ARTICLE III - PURPOSE

The purpose of this corporation is to transact any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 750 shares of common stock with a par value of \$10.00 a share. The Board of Directors may dispose of the authorized but unissued stock from time to time.

ARTICLE V - PREEMPTIVE RIGHTS

Each shareholder of any class of stock of this corporation shall be entitled to full preemptive rights to purchase any unissued or treasury shares of the corporation and any securities of the corporation convertible into or carrying a right to subscribe to or acquire shares of any such unissued or treasury shares.

ARTICLE VI - RESTRICTIONS ON TRANSFER

All of the issued and outstanding shares of this corporation shall be made subject to restrictions on transferability by agreement among the holders of said shares. A copy of such agreement shall be kept in the file at the principal office of the corporation and shall be subject to inspection by stockholders of record and bona fide creditors of the corporation at reasonable times during the business hours.

ARTICLE VII - REGISTERED AGENT AND OFFICE

The street address of the initial registered office of the corporation is: 5108 15th St. E., #204, Bradenton, FL, 34203 and the name of the registered agent at such address is Earl Morgan.

ARTICLE VIII - DIRECTORS

This corporation shall have two directors initially. The number shall be fixed by the by-laws and may be changed from time to time. The name and address of each member of the first board of directors is:

Earl Morgan
5108 15th St. E., #204
Bradenton, FL 34203

Andrea Morgan
5108 15th St. E., #204
Bradenton, FL 34203

ARTICLE IX - INCORPORATOR

The name and address of the incorporator is: Ron P. McDonough, 2105 87th Ct., N.W., Bradenton, FL, 34209. His execution hereof, indicates incorporator's desire to amend the articles in their entirety.

ARTICLE X - COMMENCEMENT OF EXISTENCE

The corporation shall commence its existence on the date of acceptance and approval by the Secretary of State and the assignment of its charter number.

ARTICLE XI - PRINCIPAL OFFICE & MAILING ADDRESS OF CORPORATION

The Corporation's principal office is located at 5108 15th St. E., Bradenton, FL, 34203. The mailing address of the Corporation is 5108 15th St. E., Bradenton, FL, 34203.

IN WITNESS WHEREOF, the Incorporator has subscribed his name this 15 day of JUNE, 1998.

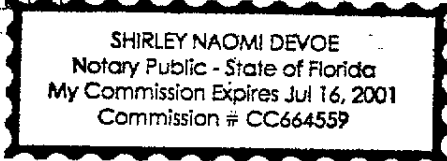
Ron P. McDonough
RON P. McDONOUGH

STATE OF FLORIDA
COUNTY OF SARASOTA

SWORN TO and subscribed before me this 15th day of June, 1998, by RON P. McDONOUGH, who is personally known to me or who has produced driver's license as identification.

Shirley Naomi DeVoe
Notary Public

My Commission Expires:



ACCEPTANCE

HAVING been named as registered agent for MORGAN TRAVEL PLUS, INC., at the place designated in the foregoing Articles of Incorporation, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

DATED this 15 day of JUNE, 1998.

Earl Morgan
EARL MORGAN