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One Oakwood Blvd., Suite 218A
Hollywood, Florida 33020

June 5, 1998

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

Re: **ABC STUDENT EXCURSIONS, INC.**

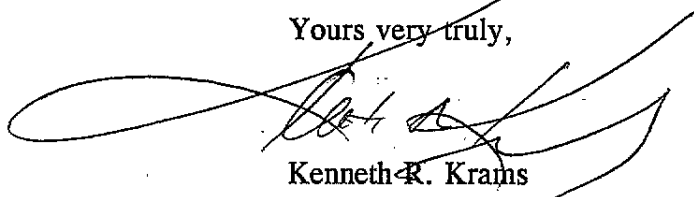
Dear Sir/Madam:

Enclosed please find an original and one copy of the Articles of Incorporation for the above referenced corporation. Also enclosed is a check in the amount of \$122.50 representing the following:

Filing fee	\$ 35.00
Certified copy	\$ 52.50
Registered Agent designation	<u>\$ 35.00</u>
	\$122.50

If there is any question concerning this filing, please contact the undersigned.

Yours very truly,



Kenneth R. Krams

Encls. - Ck.

ARTICLES OF INCORPORATION
OF
ABC STUDENT EXCURSIONS, INC.

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida, by and under the provisions for the formation, liability, rights, privileges and immunities of a corporation for profit.

ARTICLE I

The name of the corporation shall be:

ABC STUDENT EXCURSIONS, INC.

ARTICLE II

The general nature of the business proposed to be transacted and carried on, and the objectives and purposes of the corporation, are to do any and all of the things herein mentioned, as fully and to the same extent as natural persons might or could do, viz:

(a) To deal in land, goods and services of every nature at retail or wholesale, for its own account, or for the accounts of others.

(b) To acquire, lease, manage, improve, operate or dispose of any real or personal property, whether or not required in conjunction with any of the businesses of the corporation.

(c) To do such other acts; to engage in such other business or businesses; and to have such other rights and powers, and to have such other purposes as may now or hereafter be lawful and authorized under the laws of the State of Florida.

ARTICLE III

The capital stock of this corporation shall consist of one thousand (1,000) shares of common stock of a par value of \$1.00 per share.

Each holder of common stock shall have one vote for each share of such stock held. The whole or any part of the capital stock of this corporation shall be payable in lawful money of the United States or proper labor or services at a just valuation to be fixed by the Directors. A majority of the outstanding shares shall constitute a quorum at shareholder meetings unless the By-Laws shall make provision for some lesser percentage of shares (but not less than 33 1/3%).

ARTICLE IV

This corporation is to have perpetual existence.

ARTICLE V

The street address of the initial registered office of this corporation is:

One Oakwood Blvd., Suite 218A
Hollywood, Florida 33020

The name and address of the initial registered agent of this corporation is:

Kenneth R. Krams
One Oakwood Blvd., Suite 218A
Hollywood, Florida 33020

The Board of Directors may, from time to time, move the registered office to any other address within or without the State of Florida.

ARTICLE VI

The initial principal office of this corporation is One Oakwood Blvd., Suite 218A, Hollywood, Florida 33020.

ARTICLE VII

This corporation shall at all times have at least one Director. The number of Directors may be increased or decreased from time to time in the manner set forth in the By-Laws adopted by the shareholders, but shall never be less than one.

ARTICLE VII

The name(s) and address(es) of the member(s) of the first Board of Directors is as follows:

KENNETH R. KRAMS	One Oakwood Blvd., Suite 218A Hollywood, Florida 33020
SHAWN ANDREAS	One Oakwood Blvd., Suite 218A Hollywood, Florida 33020
CHRISTOPHER ANDREAS	One Oakwood Blvd., Suite 218A Hollywood, Florida 33020
LYMAN ANDREAS	One Oakwood Blvd., Suite 218A Hollywood, Florida 33020

ARTICLE VIII

The name and address of the Subscriber of these Articles of Incorporation is as follows:

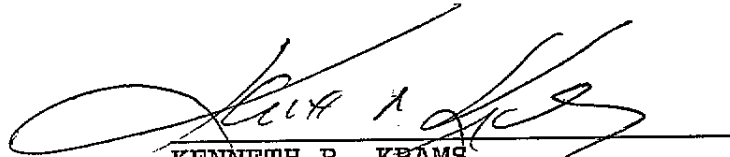
Kenneth R. Krams	One Oakwood Blvd., Suite 218A Hollywood, Florida 33020
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ARTICLE IX

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the shareholders having the right to

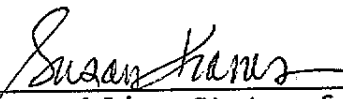
vote on any such amendment, and approved at a shareholders' meeting by a majority of the stock entitled to vote thereon, unless all the Directors and all the shareholders entitled to vote thereon sign a written statement manifesting their intention that a certain amendment to these Articles of Incorporation be made.

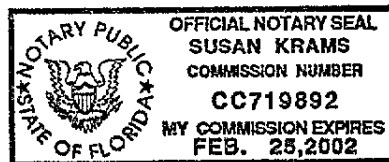
IN WITNESS WHEREOF, the undersigned has made and subscribed these Articles of Incorporation at Fort Lauderdale, Broward County, Florida, for the uses and purposes aforesaid, this 5th day of June, 1998.


KENNETH R. KRAMS

STATE OF FLORIDA)
COUNTY OF BROWARD)

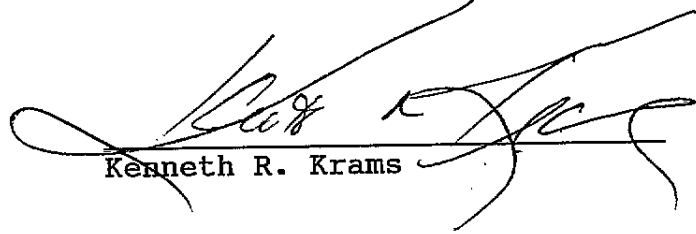
The foregoing Articles of Incorporation were acknowledged before me this 5th day of June, 1998, by Kenneth R. Krams, the Subscriber to the said Articles of Incorporation, who is personally known to me.


Notary Public, State of Florida
My Commission Expires:



REGISTERED AGENT ACKNOWLEDGEMENT

Having been named to accept service of process for the above-stated corporation, **ABC STUDENT EXCURSIONS, INC.**, at the place designated in the Articles of Incorporation, I hereby accept to act in this capacity, and agree to comply with the provisions of Chapter 48,091, Florida Statutes, relative to keeping open said office.



Kenneth R. Krams

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