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NEW FILINGS:	AMENDMENTS	
Profit	Amendment	
NonProfit	Resignation of R.A., Officer/ Direct	
Limited Liability	Change of Registered Agent	ALL ALL
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Other	Merger	SSE 8
OTHER FILINGS	REGISTRATION/QUALIFICATION:	98 JUN 18 AM 11:44 SECRETARY OF STAT
Annual Report	Foreign	器
Fictitious Name	Limited Partnership	
Name Reservation	Reinstatement	· · · · · · · · · · · · · · · · · · ·
	Trademark	
	Other	•

ARTICLES OF INCORPORATION

OF

98 JUN 18 AM 11: 44
SECRETARY OF STATE
TALLAHASSEE, FLORIS

INNOVATIVE TRAVEL CONCEPTS, INC.

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, here adopts the following articles of incorporation:

ARTICLE ONE NAME

The name of the corporation is Innovative Travel Concepts, Inc.

ARTICLE TWO DURATION

The duration of the corporation is perpetual.

ARTICLE THREE PURPOSE

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

ARTICLE FOUR CAPITAL STOCK

The aggregate number of shares which the corporation has for which to issue is 7,500, all of which shall be common shares with par value of \$1.00.

ARTICLE FIVE STOCK TRANSFERS

No stockholder shall have the right to sell, assign, pledge, encumber, transfer, or otherwise dispose of any of the shares of

the corporation without first offering such shares for sale to the corporation at the net asset value thereof.

Such offer shall be in writing, signed by the stockholder: shall be sent by registered or certified mail to the corporation at its principle place of business; and shall remain open for acceptance by the corporation for a period of thirty (30) days from date of mailing. If the corporation fails or refuses within such period to make satisfactory arrangements for the purchase of such shares, the stockholder shall have the right to dispose of his or her shares he or she see fit.

On the death of any stockholder, the corporation shall have the right to purchase all shares owned by such stockholder immediately prior to his or her death on the terms set forth above, and this provision shall be binding on the executor, administrator or personal representative of each stockholder.

Each share certificate issued by the corporation shall have printed, typed or stamped thereon the following legend: "These shares are held subject to certain transfer restrictions imposed by the articles of incorporation of the corporation. A copy of such articles is on file at the principal office of the corporation."

ARTICLE SIX REGISTERED OFFICE

The street address of the initial registered office of the

corporation is 2413 Bayshore Blvd #1404, Tampa, Florida 33629 and the name of the initial registered agent at such address is ROBERT KIM BAILEY. The principal address and the registered office is the same.

ARTICLE SEVEN INCORPORATORS

The name and address of the incorporator is:

NAME

ADDRESS

ROBERT KIM BAILEY

2413 Bayshore Blvd #1404 Tampa, Florida 33629

I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation.

IN WITNESS WHEREOF, I have subscribed my name this

16 day of JUNE , 1998.

Robert Kim Bailey
Incorporator / Registered Age

Incorporator / Registered Agent'

FK. DK# B400-271-54-129-0

STATE OF FLORIDA COUNTY OF HILLSBOROUGH

9-9-2

On this 6 day of 3000, 1998, before me personally appeared ROBERT KIM BAILEY, known to me to be the person whose name is subscribed to the within instrument, and acknowledge that he executed the same for the purpose therein contained.

IN WITNESS WHEREOF, I set my hand and official seal.

MOTARY PUBLIC, STATE OF FLORIDA

My Commission expires:

MAVIS CARBALLO
MY COMMISSION # CC 568354
EXPIRES: July 9, 2000
Bonded Thru Notary Public Underwrite