

P98000055541



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 864655 7106363

AUTHORIZATION :

Patricia P. Pugh

COST LIMIT : \$ 131.25

ORDER DATE : June 22, 1998

ORDER TIME : 11:50 AM

ORDER NO. : 864655-005

CUSTOMER NO: 7106363

CUSTOMER: Mr. Todd R. Klingenberg
SEMCO MANUFACTURING
CORPORATION
Suite 7
2200 North Florida Mango Road
West Palm Beach, FL 33409

700002567727--2

DOMESTIC FILING

NAME: COVERGIRL ROMANCE TOURS, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX (1) CERTIFIED COPY
XX (1) PLAIN STAMPED COPY
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Deborah Schroder

EXAMINER'S INITIALS:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUN 22 PM 1:18

RECEIVED
DIVISION OF CORPORATIONS

98 JUN 22 PM 12:09

RECEIVED

28

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUN 22 PM 1:18

ARTICLES OF INCORPORATION

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be:

COVERGIRL ROMANCE TOURS, INC.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

2200 NORTH FLORIDA MANGO ROAD
SUITE 7
WEST PALM BEACH, FL 33409

ARTICLE III SHARES

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

— 1000 —

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

T.R. KLINGENBERG
2200 N. FLORIDA MANGO ROAD #7
WEST PALM BEACH, FL. 33409

ARTICLE V INCORPORATOR(S)

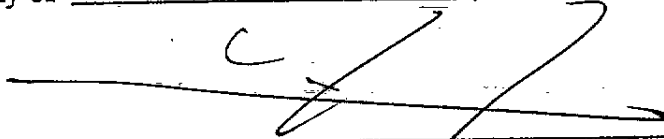
See instructions for officers/directors

The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation is(are):

T. R. KLINGENBERG, PRESIDENT
2200 No. FLORIDA MANGO ROAD
SUITE 7
WEST PALM BEACH FL. 33409

The undersigned incorporator(s) has(have) executed these Articles of Incorporation this

19 day of JUNE, 19 98



Signature T.R. KLINGENBERG, Pres.

Signature

Signature

NOTE: Affixing an officer title after a signature of an incorporator does not constitute the designation of officers.

CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUN 22 PM 1:18

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE
UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF
FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED
OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: COVERGIRL ROMANCE TOURS, INC.

2. The name and address of the registered agent and office is:

T.R. KLINGENBERG

(NAME)

2200 N. FLORIDA MANGO ROAD #7

(P.O. Box or Mail Drop Box NOT ACCEPTABLE)

W. PALM BEACH, FL 33409

(CITY/STATE/ZIP)

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

[Signature]
(SIGNATURE)

6/19/98
(DATE)