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CORPORATION NAME(S) AND DOCUMENT NUMBER(S) (if known):

Lexiline Inc.

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****122.50 ****122.50

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AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A. Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
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<input type="checkbox"/>	Fictitious Name
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REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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P. Hall

JUN 29 1998

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FILED
JUN 29 PM 3:32
TALLAHASSEE, FLORIDA
RECEIVED
JUN 25 AM 11:35
DIVISION OF CORPORATION



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

June 25, 1998

UCC FILING & SEARCH SERVICES, INC.
526 E PARK AVE
TALLAHASSEE, FL 32301

SUBJECT: LEXILINE, INC.
Ref. Number: W98000014598

Corrected
6/29

We have received your document for LEXILINE, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

According to section 607.0202(1)(b) or 617.0202(1)(b), Florida Statutes, you must list the corporation's principal office, and if different, a mailing address in the document. If the principal address and the registered office address are the same, please indicate so in your document.

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

If you have any questions concerning the filing of your document, please call (850) 487-6915.

Pamela Hall
Document Specialist

Letter Number: 698A00034933

RECEIVED
98 JUN 29 PM 2:07
DIVISION OF CORPORATION

**Articles of Incorporation
Of
Lexiline, Inc.**

FILED

98 JUN 29 PM 3:32

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The Undersigned, for the purpose of forming a corporation under the Corporation Act, do hereby adopt the following Articles of Incorporation:

Article 1. Name. The name of the Corporation is: Lexiline, Inc.

Article 2. Duration. The duration of the Corporation is perpetual.

Article 3. Purpose. The general purposes for which the Corporation is organized are the following:

A. To engage in and transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act. No other purpose limits this general purpose in anyway.

B. To do such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them.

C. To conduct a travel agency and touring guide center for travelers to and from South Florida.

Article 4. Capital Stock. The aggregate number of shares which the Corporation is authorized to issue is 500 shares of common stock. Such shares shall be of a single class and shall have a par value of \$1.00 per share.

Article 5. Initial Registered Office and Agent. The street address of the initial Registered Office of the Corporation is 231 Aragon Ave., Coral Gables, Fl 33134, and the name of the initial Registered Agent at that address is Lisa Fragano.

Article 6. Initial Board of Directors. The number of Directors constituting the initial Board of Directors is two Initial Directors. The number of Directors may be increased or decreased from time to time in accordance with the Bylaws but shall never be less than one. The name and address of each initial Director of the Corporation is as follows:

Director A Lisa Fragano
 231 Aragon Ave.
 Coral Gables, FL 33134

Director B Vincent Fragano
 231 Aragon Ave.
 Coral Gables, FL 33134

Article 7. Incorporators. The name and address of each Incorporator is as follows:
Lisa Fragano
231 Aragon Ave.
Coral Gables, FL 33134

EFFECTIVE DATE

10-24-98

Article 8. Amendment. The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and any right conferred upon the Shareholders is subject to this reservation.

Article 9. Commencement of Corporate Existence. In accordance with Section 607.0501, Florida Statutes, the date when corporate existence shall commence is the date of subscription and acknowledgement of these Articles of Incorporation.

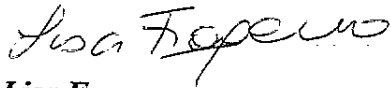
In Witness whereof, the undersigned have signed these Articles of Incorporation on this 24th day of June 1998.

Lisa Fragano

As Sole Incorporator and Registered Agent State of Florida, County of Dade.

The undersigned hereby accepts the appointment as registered agent of Lexiline, Inc. which is contained in the foregoing Articles of Incorporation.

Dated this 24th day of June of 1998.



Lisa Fragano
Registered Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA