CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302 (850) 224-8370 • 1-800-342-8062 • Fax (850) 222-1222

Signature

Name

Walk-In

Requested_by:

Date

Will Pick Up

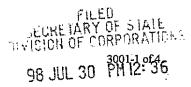
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ARTICLES OF INCORPORATION

UNIVERSAL TRAVEL PLUS, 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.

ARTICLE I - CORPORATION NAME

The name of the corporation shall be:

UNIVERSAL TRAVEL PLUS, INC.

ARTICLE II - PURPOSE

This corporation may engage in or transact any and all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, county, territory or nation.

ARTICLE III - CAPITAL STOCK

This corporation is authorized to issue FIVE HUNDRED shares (500) of "No Par Value" (\$0.00)Common Stock, which shall be designated "Common Shares."

ARTICLE IV - INITIAL REGISTERED OFFICE AND AGENT

The principal office, if known, or the mailing address of the corporation is:

7322 IVORY WAY ORLANDO, FLORIDA 32822

The name and street address of the Initial Registered Agent of this corporation is:

MARION R. HARRELL 7322 IVORY WAY ORLANDO, FLORIDA 32822

ARTICLE V - INITIAL BOARD OF DIRECTORS

This corporation shall have ONE (1) directors initially. The number of directors may be either increased or diminished from time-to-time by the By-Laws, but shall never be less than one (1). The names and addresses of the initial director(s) of the corporation are as follows:

MARION R. HARRELL 7322 IVORY WAY ORLANDO, FLORIDA 32822

ARTICLE VI - DURATION

This corporation shall exist perpetually unless dissolved according to Florida law.

ARTICLE VII - INCORPORATOR(S)

The names and addresses of the incorporator(s) signing these Articles of Incorporation are as follows:

MARION R. HARRELL 7322 IVORY WAY ORLANDO, FLORIDA 32822

IN WITNESS WHEREOF, the undersigned subscriber(s) have executed these Articles of Incorporation this 23rd Day of June, 1998

STATE OF FLORIDA

COUNTY OF OSCEOLA

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared:

Form of Identification

Signature

known to me and known to be the person who executed the foregoing Articles of Incorporation, who acknowledged before me that he executed these Articles of Incorporation, that I relied upon the form(s) of identification of the above named person(s) as indicated opposite each name.

WITNESS my hand and official seal this 23rd Day of June, 1998

(SEAL)

Notary Public State of FLORIDA

My Commission Expires: April 22, 2000

ROBERT F ROTHFELD

My Commission CC537863

Expires Apr. 22, 2000

DESIGNATION OF AND ACCEPTANCE BY REGISTERED AGENT

The following is submitted in compliance with the laws of the State of Florida. UNIVERSAL TRAVEL PLUS, INC., a corporation organizing under the laws of the State of Florida, with its principal office located at:

7322 IVORY WAY ORLANDO, FLORIDA 32822

has named MARION R. HARRELL, whose address is:

7322 IVORY WAY ORLANDO, FLORIDA 32822

as its Agent to accept service of process within this State.

ACCEPTANCE:

I agree as Registered Agent to accept service of process; to keep the office open during prescribed hours; to post my name (and any other officers of said corporation authorized to accept service of process at the above designated address) in some conspicuous place in the office as required by law.

Registered Agent:

STATE OF FLORIDA

COUNTY OF OSCEOLA

BEFORE ME, the undersigned authority, this day personally appeared MARION R. HARRELL, who, after being duly sworn, deposes and says that the facts and matters contained above are true and correct, and that he has executed the same for the purposes expressed herein.

WITNESS my hand and official seal this 23rd Day of June, 1998

Notary Public

(SEAL)

State of FLORIDA

My Commission Expires: April 22, 2000



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