

P98000080798
Sept. 10 '98

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

Re: Articles Of Incorporation - MAC'S TRAVEL PACS, INC

Gentlemen:

800002638358--0
-09/14/98-01078-019
*****75.00 *****75.00

Enclosed are the following:

- 1) Articles of Incorporation as stated above, and
- 2) Check in payment for incorporating the above corporation.

Thank you for your courteous attention to the above request.

Please forward the approved articles to my attention.

FILED
98 SEP 14 PM 4:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Yours truly,



ARTICLES OF INCORPORATION

OF

MAC'S TRAVEL PACS, INC

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, the undersigned subscriber of these Articles of Incorporation, a natural person competent to contract acting as incorporator of a corporation under the Florida General Corporation Act do hereby adopt the following Articles of Incorporation for such corporation.

ARTICLE I - Name and Address

The name and address of this Corporation:

MAC'S TRAVEL PACS, INC
3590 SE DIXIE HIGHWAY
STUART, FL 34997

ARTICLE II - Duration

This corporation shall have perpetual existence commencing on the date of filing of The Articles of Incorporation.

ARTICLE III - Purpose

This corporation is organized for the purpose of transacting any and all business.

This corporation may engage in any and all lawful business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - Capital Stock

This Corporation is authorized to issue FIVE HUNDRED (500) shares of one dollars (\$1.00) par value common stock, which shall be designated "Common Shares".

ARTICLE V - Initial Capital

The amount of capital with which this corporation will begin is FIVE HUNDRED DOLLARS (\$500.)

ARTICLE VI - Preemptive Rights

Every shareholder, upon the sale for cash for any new stock of this Corporation of the same kind, class, or series that which he or she already holds, shall have the right to purchase this pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VII - Initial Registered Office and Agent

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

3590 SE DIXIE HIGHWAY, STUART, FL 34997

and the name of the Initial Registered Agent of this Corporation at that address is:

WILLIAM KELLY

ARTICLE VIII - Initial Board of Directors

This Corporation shall have ~~three (3) 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 Directors of the Corporation are:

NAME:	ADDRESS:
WILLIAM KELLY	3590 SE DIXIE HIGHWAY, STUART, FL 34997
PAM KELLY	3590 SE DIXIE HIGHWAY, STUART, FL 34997

These officers shall hold office for the first year of existence of this Corporation or until their successors are elected or appointed and have qualified.

ARTICLE IX - Incorporators

The name and address of the person signing these Articles of Incorporation is:

NAME:	ADDRESS:
WILLIAM KELLY	3590 SE DIXIE HIGHWAY, STUART, FL 34997

ARTICLE X - Indemnification

This Corporation shall have the power to indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE XI -By-Laws

The power to adopt, alter amend or repeal By-Laws shall be vested in the Board of Directors and the shareholders.

ARTICLE XII - Restrictions on Transfer of Stock

The shares of capital stock of this Corporation shall be issued initially to the following person in the amount set opposite their names:

WILLIAM KELLY	TWO HUNDRED FIFTY FIVE SHARES
PAM KELLY	SEVENTY SHARES
RAINBOW INTERNATIONAL TRAVEL CO	ONE HUNDRED SEVENTY FIVE SHARES

Shares held by the initial shareholder listed above may not be resold or otherwise transferred to other persons unless such shares are first offered to the remaining shareholders of the Corporation. The price and terms at which, and the time within which, such shares may be offered and sold shall be further specified by written agreement among all of the shareholders of this Corporation.

ARTICLE XIII- Calling of Special Meeting

Special meetings of shareholders may be called by written notice, delivered to each shareholder, ten (10) business days prior to the meeting date.

ARTICLE XIV - Shareholder Quorum and Voting

FIFTY-ONE PERCENT (51%) of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of the shareholders. If a quorum is present, the affirmative vote of FIFTY ONE (51%) of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

ARTICLE XV - Management of Corporation by Directors

All Corporate powers shall be exercised by or under the authority of, and the business affairs of this Corporation shall be managed under the direction of the Board of Directors of this Corporation.

ARTICLE XVI - Removal of Directors

The shareholders of this Corporation shall not be entitled to remove any director from office without cause.

ARTICLE XVII - Director, Quorum and Voting

ONE HUNDRED PERCENT (100%) of the directors shall constitute a quorum for a meeting of Directors. If a quorum is present, the affirmative vote of ONE HUNDRED PERCENT (100%) of the directors present shall be the act of the Board of Directors.

ARTICLE XVIII - Meetings by Conference Telephone

Members of the Board of Directors may participate in meetings of the Board of Directors by means of conference telephone as provided by law.

ARTICLE XIX - Action by Directors Without a Meeting

The Directors of this Corporation may take action by written consent, as provided by law.

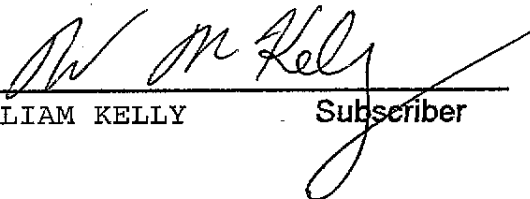
ARTICLE XX - Dividends

Dividends may be paid to the shareholders only out of the unreserved and unrestricted earned surplus of the Corporation.

ARTICLE XXI - Amendment

This Corporation reserves the right to amend or repeal any provision in the Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF the undersigned subscriber has executed these Articles of Incorporation at this 10 day of Sept., 1998 for the uses and purposes aforesaid.



WILLIAM KELLY Subscriber

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCEPTANCE AS DESIGNATION OF REGISTERED AGENT

THE UNDERSIGNED, having been named to accept service of process for
MAC'S TRAVEL PACS, INC at the place designated in this certificate, does
hereby accept said designation and agree to act in this capacity and does further
agree to comply with the provisions of all statutes relative to the proper and
complete performance of the Registered Agent's duties.

DATED this 10 day of September, 1998


WILLIAM KELLY

Address of Registered Agent:

3590 SE DIXIE HIGHWAY
STUART FL 34997