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September 14, 1998

State of Florida, Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

RE: Articles of Incorporation
Outdoor South Travel, Inc.

000002641030--8

-09/16/98--01058--005

***122.50 ***122.50

Dear Sir:

Enclosed herewith please find the following documents:

- (1) The Original proposed Articles of Incorporation of Outdoor South Travel, Inc. Please file the original and return one certified copy to me at the above address.
- (2) The Original of the Certificate of Acceptance of Designation of Registered Agent/Registered Office. Please file the original and return one certified copy to me at the above address.
- (3) My firm's check in the amount of \$122.50 for the filing fees and certified copies as requested.

If you should have any questions or concerns regarding this matter, please do not hesitate to contact me.

I am,

Very truly yours,

JOHN P. WELCH

JPW/mls
Enclosures

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. SMITH SEP 18 1998

ARTICLES OF INCORPORATION

OF

OUTDOOR SOUTH TRAVEL, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscribers to these Articles of Incorporation, natural persons competent to contract, hereby associate themselves to form a corporation under the laws of the State of Florida.

ARTICLE I

The name of this corporation is OUTDOOR SOUTH TRAVEL, INC.

ARTICLE II

The general nature of the business to be transacted by this corporation is:

(a) To engage in each and every aspect of adventure, travel, and outdoor services and activities and goods and services related thereto, including, but not limited to each and every aspect of the commercial, retail and wholesale sale of goods and services for adventure, travel, and outdoor activities and to engage in each and every aspect and phase of outdoor adventure travel and engaging in and transacting all lawful business for which corporations may be incorporated under the Florida General Corporation Act and to do such other things as are incidental to the purposes of the corporation or necessary and desirable in order to accomplish them.

(b) To manufacture, purchase, or otherwise acquire, and to own, mortgage, pledge, sell, assign, transfer or otherwise dispose of, and invest in, trade in, deal in and with goods, wares and merchandise; real and personal property, and services of every class, kind and description: except that it is not to conduct a

banking, safe deposit, trust, insurance, surety, express, railroad, canal, telegraph, telephone or cemetery company, a building and loan association, fraternal benefits society, state fair or exposition.

(c) To conduct business in, have one or more offices in, and buy, hold, mortgage, sell, convey, lease or otherwise dispose of real and personal property, including franchises, patents, copyrights, trademarks and licenses, in the State of Florida and in other states and counties.

(d) To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidence or indebtedness, and execute such mortgages, transfers or corporate property or other instruments to secure the payment of corporate indebtedness as required.

(e) To purchase the corporate assets of any other corporation and engage in the same or other character of business.

(f) To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the share of the capital stock of, or any bonds, securities or other evidence of indebtedness created by any other corporation in the State of Florida or any other state or government, and while the owner of such stock, to exercise all the rights, power and privileges of ownership, including the right to vote such stock.

(g) To do all and everything necessary and proper for the accomplishment of the objectives enumerated in its Articles of Incorporation or any amendment thereof or necessary or incidental to the protection and benefit of the corporation, and in general to

carry on any lawful business necessary or incidental to the attachment of the object of the corporation whether or not such business is similar in nature to the objects set forth in the Articles of Incorporation of such corporation or any amendment thereof.

ARTICLE III

Capital Stock

The maximum number of shares that this corporation is authorized to have outstanding at any one time is 500 shares of common stock, with a par value of One (\$1.00) Dollar per share, all of which when issued shall be fully paid and nonassessable.

ARTICLE IV

The amount of capital with which this corporation will begin business is One Thousand and No/100 (\$1,000.00) Dollars.

ARTICLE V

Term of Existence

This corporation is to exist perpetually.

ARTICLE VI

This initial Post Office address of the principal office of this corporation in the State of Florida is 1102 North Ninth Avenue, Pensacola, FL 32501.

The Board of Directors may from time to time move the principal office to any other address in the State of Florida.

ARTICLE VII

This corporation shall not have less than one, nor more than nine Directors. The number of Directors may be increased or

diminished from time to time by the By-Laws adopted by the stockholders, but shall never be less than one.

ARTICLE VIII

The name and post office address of each subscriber to this corporation and these Articles of Incorporation, and the number of shares of stock which they agree to take, is as follows:

<u>Name:</u>	<u>Address:</u>	<u>Shares of Stock:</u>
SIDNEY D. TIMMONS, II President/Director	1102 N. Ninth Avenue Pensacola, FL 32501	100
DANA M. TIMMONS Vice President Secretary/Treasurer Director	1102 N. Ninth Avenue Pensacola, FL 32501	100

ARTICLE IX

The Resident Agent of this corporation is SIDNEY D. TIMMONS, II, 1102 North Ninth Avenue, Pensacola, Florida 32501.

ARTICLE X

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a Stockholder's Meeting by a majority of the stockholders entitled to vote thereon, unless all of the Directors and all of the Stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, the parties hereunto have set their hands
and seals this 14th day of September, 1998.

Meredith L. Solberg
Witness:
Print Name: Meredith L. Solberg

[Signature]
Witness:
Print Name: John P. Walsh

Meredith L. Solberg
Witness:
Print Name: Meredith L. Solberg

[Signature]
Witness:
Print Name: John P. Walsh

[Signature] (SEAL)
SIDNEY D. TIMMONS, II

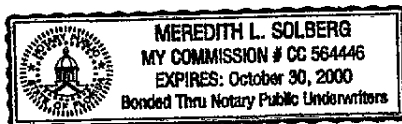
[Signature] (SEAL)
DANA M. TIMMONS

STATE OF FLORIDA
COUNTY OF ESCAMBIA

The foregoing was acknowledged before me on this 14th day
of September, 1998, by SIDNEY D. TIMMONS, II, who is personally
known to me or who produced FL driver license 1-552-784- as
Identification and who did take an oath. 55-326-D

- S E A L -

Meredith L. Solberg
NOTARY PUBLIC
Type or Print Name:
My Commission Expires:



STATE OF FLORIDA
COUNTY OF ESCAMBIA

The foregoing was acknowledged before me on this 14th day of September, 1998, by DANA M. TIMMONS, who is personally known to me or who produced _____ as Identification and who did take an oath.

- S E A L -

Meredith L. Solberg

NOTARY PUBLIC

Type or Print Name:

My Commission Expires:



**CERTIFICATE DESIGNATING (OR CHANGING) PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**


In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First - That OUTDOOR SOUTH TRAVEL, INC., desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation in the County of Escambia, State of Florida, has named SIDNEY D. TIMMONS, II, located at 1102 North Ninth Avenue, Pensacola, FL 32501, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.

By: _____


SIDNEY D. TIMMONS II

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98 SEP 16 AM 11:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA