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KARL W. BOYLES, JR.  
ATTORNEY AND COUNSELOR AT LAW

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October 7, 1998

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Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32301

200002660302--5  
-10/09/98-01048-017  
\*\*\*\*\*122.50 \*\*\*\*\*78.75

Re: CBR OF NW FLORIDA, INC.

EFFECTIVE DATE  
10/6/98

Dear Sirs:

Regarding the formation of the above corporation, please find enclosed an original and one copy each of the Articles of Incorporation and Registered Agent's Certificate. Also enclosed is my check to cover the following expenses:

Filing Fees-----\$ 35.00  
Certified Copy----- 52.50  
Registered Agent----- 35.00

TOTAL \$122.50

Thank you for your assistance in this matter.

Yours very truly,

*Debra M. Turi*

Debra M. Turi, Secretary to  
Karl W. Boyles, Jr., Esquire

dmt  
Enclosures

FILED  
98 OCT -9 AM 9:58  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION**  
**OF**  
**CBR OF NW FLORIDA, INC.**

FILED  
98 OCT -9 AM 9:58  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

EFFECTIVE DATE  
10/6/98

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: NAME**

The name of the corporation is: CBR OF NW FLORIDA, INC.

The principal mailing address of the corporation is 1100 Gulf Breeze Parkway, Gulf Breeze, Florida 32561.

**ARTICLE II: NATURE OF BUSINESS**

This corporation is organized for the purpose of transacting all lawful business for which corporations may be incorporated under the Florida General Corporation Act, effective January 1, 1976. The business to be transacted shall include, but not be limited to a full service retail travel agency, and the corporation shall be empowered to purchase, or otherwise acquire and to own, pledge, sell, assign, transfer or otherwise dispose of, and to invest in, trade in, deal in and with goods, wares, merchandise, real and personal property, and services of every class, kind and description.

**ARTICLE III: CAPITAL STOCK**

This corporation is authorized to issue 1000 shares of One Dollar (\$1.00) par value common stock.

**ARTICLE IV: TERM OF EXISTENCE**

This corporation shall have perpetual existence and its existence shall commence upon the date

of execution or within five (5) days of receipt of documents by the Secretary of State, whichever is later, and acknowledgment of these articles.

#### ARTICLE V: PRE-EMPTIVE RIGHTS

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

#### ARTICLE VI: INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 1100 Gulf Breeze Parkway, Gulf Breeze, Florida 32561, and the name of the initial registered agent of this corporation at that address is CANDACE BELCHER VINES.

#### ARTICLE VII: INITIAL BOARD OF DIRECTORS

This corporation shall have three (3) directors initially. The number of directors may be increased or diminished from time to time, by By-Laws adopted by the stockholders, but shall never be less than two (2). The names and addresses of the initial directors of this corporation are:

James Reagan Belcher, Jr.  
909 Largo Drive  
Pensacola Beach, FL 32561

Candace Belcher Vines  
805 Via DeLuna  
Pensacola Beach, FL 32561

Brenda B. Sexton  
1445 Players Club Circle  
Gulf Breeze, FL 32561

#### ARTICLE VIII: INCORPORATORS

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

Karl W. Boyles, Jr.  
123 S. Palafox Place  
Pensacola, Florida 32501

#### ARTICLE IX: AMENDMENT

This 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 X: TRANSFER OF STOCK

No stockholder, the executor or administrator of any deceased stockholders shall transfer stock in this company without first notifying the company of the name of the proposed transferee and obtaining the consent of the Board of Directors for said transfer. The Board shall have the right to refuse to make sure transfer under limitations and provisions of the corporate By-Laws. Furthermore, the stockholders of this corporation may include in any agreement between themselves any limitations upon the transferability, pledge or assignment of the corporate stock, as well as to confer upon the stockholders pre-emptive rights of purchase as conditions precedent to the sale of stock.

#### ARTICLE XI: CORPORATE STOCK LIEN

This corporation shall have a first and prior lien upon any and all of its outstanding shares of capital stock and upon dividends earned thereon for any indebtedness owing by the owner of any of said stock to the corporation. The said lien shall cover any indebtedness whether due or to become due; whether now existing or which may hereafter be created; whether contingent or fixed; and whether primary or secondary.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation, on this 24 day of October, 1998.

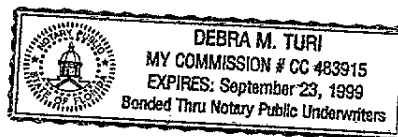
Karl W. Boyles, Jr.  
KARL W. BOYLES, JR.  
Incorporator

STATE OF FLORIDA  
COUNTY OF ESCAMBIA

BEFORE me, a Notary Public, authorized to take acknowledgments in the state and county set forth above, personally appeared KARL W. BOYLES, JR., personally known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and who did not take an oath, and he acknowledged that he executed said Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my seal this 6th day of October, 1998.

Debra M. Turi  
NOTARY PUBLIC



REGISTERED AGENT'S CERTIFICATE

In pursuance of Chapter 607, Florida Statutes, the following is submitted in compliance with said act:

FIRST, THAT CBR OF NW FLORIDA, INC., desiring to organize under the laws of the State of Florida, with its registered office as indicated in the Articles of Incorporation, in Escambia County, Florida, has named CANDACE BELCHER VINES 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 1100 Gulf Breeze Parkway, Gulf Breeze, Florida 32561, 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.

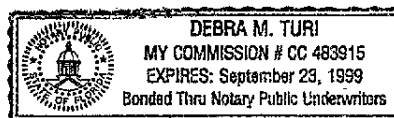
Candace B. Vines  
Registered Agent

STATE OF FLORIDA

COUNTY OF ESCAMBIA

Sworn to and subscribed before me this 6th day of October, 1998.

Debra M. Turi  
NOTARY PUBLIC



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