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Harris, Barrett, Mann & Dew

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FLORIDA DIVISION OF CORPORATIONS

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072720000016

ACCT#:

CONTACT: OUIDA FOX

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FAX #:

(813) 898-0227

NAME: TOUR FOR THE YEAR 2000, INC.

AUDIT NUMBER.....H98000019271

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

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TALLAHASSEE, FLORIDA

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FAX AUDIT NO. H98000019271

ARTICLES OF INCORPORATION
OF
TOUR FOR THE YEAR 2000, INC.

THE UNDERSIGNED HEREBY MAKE, SUBSCRIBE, ACKNOWLEDGE AND FILE
THIS CERTIFICATE FOR THE PURPOSE OF BECOMING A CORPORATION UNDER
THE LAWS OF THE STATE OF FLORIDA.

ARTICLE I

NAME

The name of this corporation is TOUR FOR THE YEAR 2000, INC.

ARTICLE II

PURPOSE

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

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THIS INSTRUMENT WAS PREPARED BY:
CHARLES F. REISCHMANN, ESQ.
HARRIS, BARRETT, MANN & DEW, L.L.P.
P.O. DRAWER 1441
ST. PETERSBURG, FL 33731-1441
(727) 892-3100
FBN: 0443247

FAX AUDIT NO. H98000019271

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ARTICLE III

CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is one thousand shares (1,000) of common stock of One and NO/100 (\$1.00) Dollars per share par value.

ARTICLE IV

DURATION

This corporation is to exist perpetually.

ARTICLE V

PRINCIPAL OFFICE AND REGISTERED AGENT

The principal office of the corporation shall be located at 2901 Boca Ciega Drive North, St. Petersburg, Pinellas County, Florida 33710.

The name and street address of the initial registered agent of the corporation in the State of Florida is: Jeffrey S. Francis, 2901 Boca Ciega Drive North, St. Petersburg, Pinellas County, Florida 33710. The Board of Directors may, from time to time, appoint a substitute registered agent and move the registered office or the principal office, or both, to any other address in the State of Florida.

FAX AUDIT NO. H98000019271

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ARTICLE VIINITIAL BOARD OF DIRECTORS

This corporation shall have one (1) or more director(s) as provided by the By-Laws. Initially, this corporation shall have two (2) directors, the names of whom are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Jeffrey S. Francis	2901 Boca Ciega Drive North St. Petersburg, Fl 33710
Mark Stevens	300 Westline Drive #A106 Alameda, CA 94501

ARTICLE VIIOFFICERS

The names and addresses of the officers of this corporation are as follows:

<u>NAME AND OFFICE</u>	<u>ADDRESS</u>
Jeffrey S. Francis/President	2901 Boca Ciega Drive North St. Petersburg, Fl 33710
Mark Stevens/Vice President	300 Westline Drive #A106 Alameda, CA 94501

ARTICLE VIIICOMMENCEMENT OF CORPORATE EXISTENCE

The existence of this corporation shall commence upon filing with the Secretary of State's office.

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ARTICLE IX

BY-LAWS

The initial By-Laws shall be adopted by the Board of Directors. The power to alter, amend or repeal the By-Laws or adopt new By-Laws is vested in the Board of Directors, subject to repeal or change by action of the shareholders.

ARTICLE X

AMENDMENT

The right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, is reserved to the Board of Directors and the Shareholders as specified under the laws of Florida.

ARTICLE XI

INCORPORATORS

The names and addresses of the incorporators of this corporation are:

NAME

ADDRESS

Jeffrey S. Francis

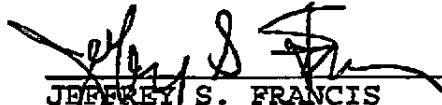
2901 Boca Ciega Drive North
St. Petersburg, FL 33710

FAX AUDIT NO. H98000019271

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IN WITNESS WHEREOF, these Articles of Incorporation have been
signed, as Incorporator, by: Jeffrey S. Francis.

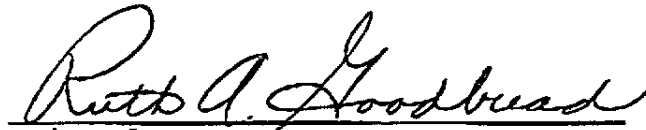
Dated this 14 day of October, 1998.


JEFFREY S. FRANCIS

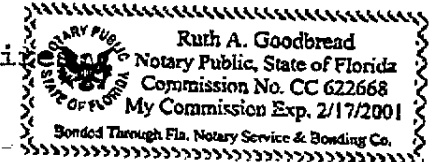
STATE OF FLORIDA

COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 14th
day of October, 1998, by JEFFREY S. FRANCIS, who ~~is~~
~~personally known to me or who has produced~~ a FL driver's license
as identification.



Printed Name:
Notary Public
My Commission Expires
Serial Number:



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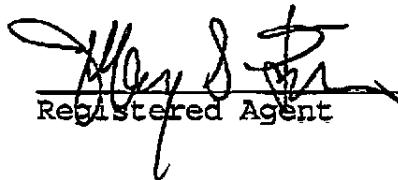
CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

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

First -- That TOUR FOR THE YEAR 2000, INC., desiring to organize under the laws of the State of Florida with its principal place of business in Pinellas County, Florida, has named Jeffrey S. Francis, located at 2901 Boca Ciega Drive North, St. Petersburg, FL 33710, 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 place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.



Registered Agent

43FRANCIS.RA

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TALLAHASSEE, FLORIDA

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