

P98000099318



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

January 19, 1999

BERTHA TRAVEL, INC.
1980 N. ATLANTIC AVE., STE. 112
COCO BEACH, FL 32931

SUBJECT: BERTHA TRAVEL, INC.
Ref. Number: P98000099318

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To Whom It May Concern:

In a recent audit of our records we have determined that the original Articles of Incorporation for BERTHA TRAVEL, INC., document number P98000099318, has been misplaced and has not been imaged for the official record.

The purpose of this letter is to ask you to furnish us with a photocopy of the articles, so that we can complete our records.

Please send the copy to:

Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314
Attn: Lyn Turley-Shoffstall

I hope this request is not too much of an inconvenience.

Should you have any questions regarding this matter, please feel free to contact me at (850) 487-6900.

Sincerely,
Lyn Turley-Shoffstall,
Management Review Specialist
Bureau of Commercial Recording

Letter number: 799A00002438

ARTICLES OF INCORPORATION

OF

BERTHA TRAVEL, INC.

The undersigned, acting as the incorporator of the Corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation for such Corporation:

ARTICLE I

NAME OF THE CORPORATION

The name of this Corporation shall be BERTHA, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE II

PERIOD OF DURATION

The period of duration of the Corporation is perpetual.

ARTICLE III

PURPOSE

The Corporation is organized for the purpose of engaging in any activity or business permitted under the laws of the United States and of this State.

ARTICLE VI

PRINCIPAL OFFICE

The Principal Office of the corporation shall be 1980 N. Atlantic Avenue, Ste. 112, Cocoa Beach, Florida 32931.

ARTICLE VII

BOARD OF DIRECTORS

This corporation shall have Two (2) Directors constituting the initial Board of Directors. The Directors need not be a resident of the State of Florida or Shareholders of the corporation.

Majority vote of the Board of Directors is required to constitute a quorum for the transaction of business. Only a majority act of the Directors shall constitute an act of the Board of Directors.

The name and address of the person(s) who shall serve as Director(s) until him successors shall have been elected and qualified, is as follows:

<u>NAME</u>	<u>ADDRESS</u>
BARBARA LOCKWOOD	1980 N. Atlantic Ave., Ste. 112 Cocoa Beach, Florida 32931
ALLAN LOCKWOOD	1980 N. Atlantic Ave., Ste. 112 Cocoa Beach, Florida 32931

ARTICLE VIII

INCORPORATORS

The names and addresses of the initial incorporator is as follows:

ARTICLE IV

AUTHORIZED SHARES

Number: The aggregate number of shares that the Corporation shall have the authority to issue is 1,000 shares of Capital Stock.

Initial issue: 100 shares of the Capital Stock of the Corporation shall be issued for adequate consideration in the following manner:

BARBARA LOCKWOOD

**One Hundred (100) shares
as Tenants by the Entireties**

and

ALLAN LOCKWOOD

Dividends: The holders of the outstanding capital stock shall be entitled to receive, when and as declared by the Board of Directors, dividends payable either in cash, in property, or in shares of the capital stock of the Corporation.

No Classes of Stock: The shares of the Corporation are not to be divided into classes.

ARTICLE V

REGISTERED OFFICE AND AGENT

The initial street address in Florida of the initial registered office of the Corporation is 1980 N. Atlantic Ave., Ste. 112, Cocoa Beach, Florida 32931 and the name of the initial registered agent at such address is BARBARA LOCKWOOD.

NAME

BARBARA LOCKWOOD

ADDRESS

1980 N. Atlantic Ave., Ste. 112
Cocoa Beach, Florida 32931

ARTICLE IX

PREEMPTIVE RIGHTS OF SHAREHOLDERS

The holders of the common stock of this Corporation shall have preemptive rights to purchase, at prices, terms and conditions that shall be fixed by the Board of Directors, such as the shares of the stock of this Corporation as may be issued for money, or property or services from time to time, in addition to that stock authorized by the Corporation. The preemptive rights of any holder is determined by the ratio of the authorized shares of common stock held by the holder to all shares of common stock currently authorized.


IN WITNESS WHEREOF, the undersigned has made and subscribed to these Articles of Incorporation at Orange County, Florida on this 5th day of November, 1998.


BARBARA LOCKWOOD

STATE OF FLORIDA

COUNTY OF ORANGE

The foregoing Articles of Incorporation were acknowledged before me this 5th day of November, 1998, by BARBARA LOCKWOOD, who has produced a driver's license as identification or who is personally known to me.


Steven R. Kutner, Notary Public
Commission No. CC563737
My Commission Expires:

