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LEONARD POE, P.C.

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LEONARD POE, ATTORNEY AT LAW

FILED

98 DEC -8 AM 9:31

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Florida Department of State
Division of Corporations
Bureau of Corporate Records
409 East Gaines St.
Tallahassee, FL 32399

MAGICBUS.COM, Inc.
Re: ~~Magic Bus, Inc.~~

900002706159--8
-12/08/98--01054--017
****122.50 ****78.75

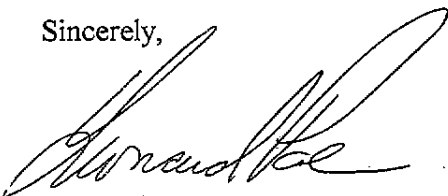
Dear sirs:

Enclosed is the original and one copy of the Articles of Incorporation of the referenced corporation for filing in accordance with the Florida Business Corporation Act, and my check for \$122.50 to cover the following:

| | |
|--------------------------|--------------|
| Filing fee for Articles: | \$ 35.00 |
| Certified copy fee: | 35.00 |
| Registered agent fee: | <u>52.50</u> |
| Total: | \$122.50 |

The certified copy should be mailed to me at the above address. Thank you.

Sincerely,



Leonard Poe
enclosures

P. Hall

DEC 10 1998

(3)

**ARTICLES OF INCORPORATION OF
MAGICBUS.COM, INC.**

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TALLAHASSEE, FLORIDA

ARTICLE I - NAME:

The name of this corporation is: MagicBus.com, Inc.

ARTICLE II - CORPORATE ADDRESS:

The mailing address of this corporation is:

P.O. Box 1974, Dunedin, FL 33697-1974

The address of the principal office of the corporation is:

1940 Sourwood Blvd., Dunedin, FL 34698.

ARTICLE III - CAPITAL STOCK:

This corporation is authorized to issue voting common stock as follows:

Number of authorized shares: 100,000

Par value per share: \$1.00

ARTICLE IV - INITIAL REGISTERED OFFICE AND AGENT:

The name and street address of the initial registered agent and registered office of the corporation is:

Stuart Poe, 1101 Broadway, Dunedin, FL 34698.

ARTICLE V - INCORPORATOR:

The name and address of the incorporator of this corporation is:

Leonard Poe, 4 Town Square, P.O. Box 5, Burnsville, NC 28714.

ARTICLE VI - BYLAWS:

The board of directors may adopt bylaws for the corporation. The shareholders reserve the right to also adopt bylaws, including bylaws requiring greater than majority quorum or voting requirements for shareholder action. The shareholders may amend or repeal bylaws adopted by the board of directors, and may prescribe in any bylaw adopted by the shareholders that such bylaw shall not be amended or repealed by the board of directors.

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ARTICLE VII - CUMULATIVE VOTING:

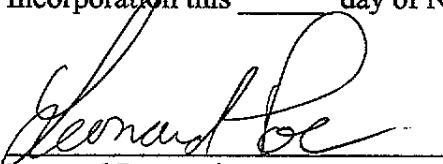
At each election of directors, each shareholder entitled to vote at such election shall have the right to cumulate his votes, and may distribute his votes at his discretion among the candidates. The number of cumulative votes each shareholder may cast shall equal the number of directors to be elected at that time multiplied by the number of shares such shareholder is entitled vote.

ARTICLE VIII - PREEMPTIVE RIGHTS:

The common shareholders shall have the preemptive right to purchase their respective pro rata share of any unissued or treasury shares that the corporation offers for sale.

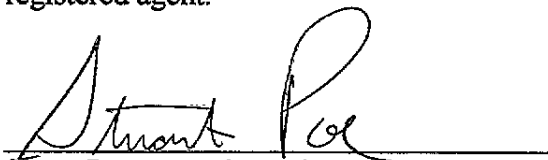
IN WITNESS WHEREOF the undersigned incorporator has executed these Articles of

Incorporation this 26 day of November, 1998.


Leonard Poe, as incorporator

ACCEPTANCE OF REGISTERED AGENT

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


Stuart Poe, as registered agent