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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

December 7, 1998

Secretary of State
Division of Corporation
P.O. Box 6327
Tallahassee, FL 32314

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*****78.75 *****78.75

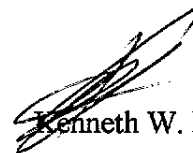
RE: H.O.T. Marketing Tours and Travel, Inc.

Dear Sir / Madam:

Enclosed please find two (2) executed copies of the Articles of Incorporation for H.O.T. Marketing Tours and Travel, Inc. Together with a check for seventy eight 75/100 dollars (\$78.75).

Thank you for your prompt attention to this matter.

Sincerely,



Kenneth W. McCoy, P.A.

Mail to: Kenneth W. McCoy, P.A.
15150 N.W. 79 Court, Suite 195
Miami Lakes, FL 33016
(305) 362-1841

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ARTICLES OF INCORPORATION

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OF

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H.O.T. MARKETING TOURS AND TRAVEL, INC.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME & ADDRESS

THE NAME AND ADDRESS OF THE CORPORATION SHALL BE:

H.O.T. MARKETING TOURS AND TRAVEL, INC.

7111 GRAND NATIONAL DRIVE
SUITE 108
ORLANDO, FL 32819

ARTICLE II - DURATION

THIS CORPORATION SHALL HAVE PERPETUAL EXISTENCE UNLESS
DISSOLVED ACCORDING TO LAW AND ITS EXISTENCE UPON FILING DATE.

ARTICLE III - PURPOSE

THE CORPORATION IS ORGANIZED FOR THE PURPOSE OF TRANSACTING
ANY AND ALL LAWFUL BUSINESS .

ARTICLE IV - CAPITAL STOCK

THE CORPORATION IS AUTHORIZED TO ISSUE ONE THOUSAND (1000)
SHARES OF FIFTY CENTS (\$0.50), PAR VALUE, COMMON STOCK WHICH SHALL BE
DESIGNATED "COMMON SHARES".

ARTICLE V - POWER OF SHAREHOLDERS

THERE SHALL BE NO BOARD OF DIRECTORS AND ALL AFFAIRS NORMALLY
CONDUCTED BY A BOARD OF DIRECTORS SHALL BE CONDUCTED BY THE
SHAREHOLDERS. THE SHAREHOLDERS SHALL HAVE THE SAME POWER AND

ARTICLE VI - INDEMNIFICATION

THE CORPORATION SHALL INDEMNIFY THE OFFICERS AND SHAREHOLDERS OF THE CORPORATION TO THE FULLEST EXTENT AUTHORIZED BY SECTION 607.014, FLORIDA STATUTES. FOR THE PURPOSE OF INTERPRETING THIS ARTICLE AND THE AFOREMENTIONED FLORIDA STATUTE, THE SHAREHOLDER SHALL BE CONSIDERED A DIRECTOR WHEN THE ACTION TAKEN BY HIM FOR WHICH INDEMNIFICATION IS SOUGHT IS ACTION TRADITIONALLY CONDUCTED BY A DIRECTOR.

ARTICLE VII - INCORPORATOR

THE NAME AND ADDRESS OF THE PERSON SIGNING THESE ARTICLES OF INCORPORATION IS:

GERARD GENOVES
7111 GRAND NATIONAL DRIVE,
SUITE 108
ORLANDO, FL 32819

ARTICLE VIII - INITIAL REGISTERED AND PRINCIPAL OFFICE AND AGENT

THE STREET ADDRESS OF THE INITIAL REGISTERED OFFICE OF THIS CORPORATION IS:

7111 GRAND NATIONAL DRIVE,
SUITE 108
ORLANDO, FL 32819

AND THE NAME OF THE INITIAL REGISTERED AGENT OF THIS CORPORATION AT THAT ADDRESS IS:

GERARD GENOVES

IN WITNESS WHEREOF, THE UNDERSIGNED INCORPORATOR, HAS
EXECUTED THESE ARTICLES OF INCORPORATION, ON THIS 4 DAY
OF December 1998.

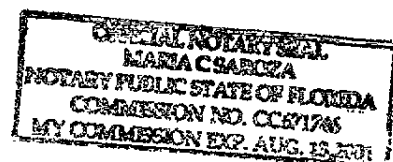

INCORPORATOR

STATE OF FLORIDA
COUNTY OF ORANGE

BEFORE ME, THE UNDERSIGNED AUTHORITY, A NOTARY PUBLIC,
AUTHORIZED TO TAKE ACKNOWLEDGMENTS IN THE STATE AND COUNTY SET
FORTH HEREIN ABOVE, PERSONALLY APPEARED GERARD GENOVES, WHO
PRODUCED THE FOLLOWING FLORIDA DRIVER'S LICENSE NUMBER 2512-245-38-309-0
KNOWN TO BE AND KNOWN BY ME TO BE THE PERSON WHO EXECUTED THE
FOREGOING ARTICLES OF INCORPORATION OF H.O.T. MARKETING TOURS AND
TRAVEL, INC. AND HE/ SHE ACKNOWLEDGED BEFORE ME THAT HE/SHE
EXECUTED THESE ARTICLES OF INCORPORATION.

IN WITNESS WHEREOF, I HAVE HERE UNTO SET MY HAND AND AFFIXED
MY SEAL IN THE STATE AND COUNTY AFORESAID, ON THIS 4
DAY OF December 1998.


NOTARY PUBLIC



REGISTERED AGENT CERTIFICATE

THE UNDERSIGNED HEREBY ACCEPTS THE OFFICE OF REGISTERED AGENT
FOR GERARD GENOVES AND AGREES TO ACCEPT SERVICE OF PROCESS FOR SAID
CORPORATION AT THE PLACE DESIGNATED IN ITS ARTICLES OF INCORPORATION
AS ITS PRINCIPAL PLACE OF BUSINESS AND TO ACT IN SAID CAPACITY IN
ACCORDANCE WITH THE LAWS OF THE STATE OF FLORIDA.

DATED, AT ORLANDO, ORGANGE COUNTY, FLORIDA, ON THIS 4
DAY OF December 1998.

✓ 

GERARD GENOVES

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TALLAHASSEE, FLORIDA