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December 19, 1998

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FILED
98 DEC 24 PM 1:15
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

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Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

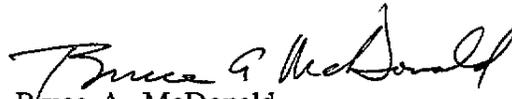
RE: GOOD TIME TRAVEL, INC.

Dear Sir:

Enclosed please find Articles of Incorporation of Good Time Travel, Inc. and Acceptance of Appointment of Registered Agent. Also, please find our check for \$122.50 to cover the filing fee for a profit corporation, and registered agent designation. Please send us back a certified copy of these Articles (copy enclosed) showing your receipt of same.

If you should have any problems or concerns, please do not hesitate to contact my office.

Sincerely,


Bruce A. McDonald

BAM/jbw
Encls.

SHARON

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ARTICLES OF INCORPORATION
OF
GOOD TIME TRAVEL, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

ARTICLE I

NAME

The name of this corporation is Good Time Travel, Inc.

ARTICLE II

DURATION

This corporation shall exist perpetually, commencing upon the date of the filing of these Articles with the Secretary of State.

ARTICLE III

PURPOSE

The purpose of this corporation is to engage in any activity or business permitted under the laws of the United States.

ARTICLE IV

PRINCIPAL OFFICE; MAILING ADDRESS

The principal office is located at 926 E. Blount Street, Pensacola, Florida. The mailing address of the corporation is 926 E. Blount Street, Pensacola, Florida 32503.

ARTICLE V

CAPITAL STOCK

This corporation is authorized to issue 1,000 shares of

\$1.00 par value common stock.

ARTICLE VI

PREEMPTIVE RIGHTS

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

ARTICLE VII

INITIAL REGISTERED OFFICE AND AGENT

The street address of this corporation's initial registered office is 926 E. Blount Street, Pensacola, Florida 32503, and the name of this corporation's initial registered agent is James Darrell Stevison.

ARTICLE VIII

INITIAL BOARD OF DIRECTORS

The number of directors constituting the initial Board of Directors is two (2), whose name and address is:

James Darrell Stevison
926 E. Blount Street
Pensacola, FL 32503

Vicki L. Stevison
926 E. Blount Street
Pensacola, FL 32503

ARTICLE IX

INCORPORATOR(S)

The name and address of the incorporator is James Darrell Stevison, 926 E. Blount Street, Pensacola, Florida 32503.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 25th day of November 1998.



JAMES DARRELL STEVISON, Incorporator

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

I, James Darrell Stevison, hereby accept the appointment as Registered Agent for GOOD TIME TRAVEL, INC., 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 as set forth in its Articles of Incorporation being filed simultaneously herewith.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my seal this 25th day of Nov., 1998.



JAMES DARRELL STEVISON

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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