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FUN COAST TOURS INC.  
3613 TREELINE WAY  
ST. CLOUD, Florida 34769

January 13, 1999

Secretary of State  
Corporation Division  
Executive Towers  
Tallahassee, FL 32304

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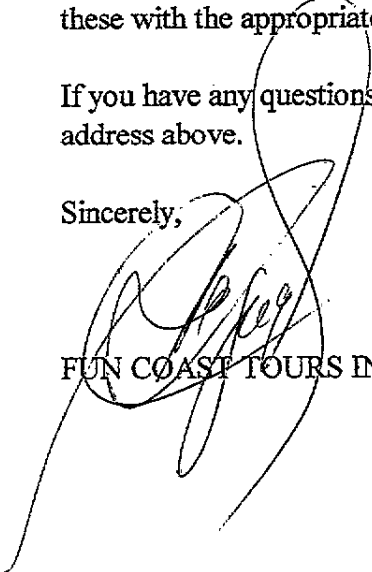
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Dear Sir or Madam:

Enclosed please find the Articles of Incorporation of FUN COAST TOURS, INC.. Please file these with the appropriate authorities. I have enclosed a check to cover the filing costs and fees.

If you have any questions or should you require any further information, please contact me at the address above.

Sincerely,

  
FUN COAST TOURS INC.

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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**Articles of Incorporation  
of  
FUN COAST TOURS, INC.**

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DIVISION OF CORPORATIONS  
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**I.  
Name**

The name of the Corporation is FUN COAST TOURS, INC., hereinafter referred to as the "Corporation."

**II.  
Purposes**

The purpose of the Corporation is to transact any and all lawful business for which corporations may be incorporated under the laws of the State of Florida, as they may be amended from time to time.

**III.  
Principal Office and Registered Agent**

The principal office of the Corporation is 3613 TREELINE WAY, ST. CLOUD, Florida 34769. The Corporation may maintain offices and/or transact business at other locations, either within or without the State of Florida. The name and address of the registered agent for service of process upon the Corporation is CARLOS REGUERIN, 4624 W. HWY. 192, KISSIMMEE, Florida 34746. I am hereby familiar with and accepts the duties and responsibilities of registered agent for said corporation.

**IV.  
Duration**

The duration of the Corporation shall be perpetual.

**V.  
Initial Business**

The initial business of the Corporation shall be: TOURIST & TRAVEL

**VI.**  
**Capital Stock**

The Corporation is authorized to issue only one class of shares of stock which shall be designated Common Stock. The total number of shares the Corporation shall have authority to issue is 1,000, each share to have a par value of \$ 0.

**VII.**  
**Incorporators**

The names and mailing addresses of the incorporators are:

<u>Incorporator Name</u>	<u>Incorporator Address</u>	
PENNY RIGBY	3613 Treeline Way St. Cloud, Fl. 34769	500 Shares
CARLOS REGUERIN	4624 W. Hwy. 192 Kissimmee, Fl. 34746	500 Shares

**VIII.**  
**Directors**

The number of directors constituting the initial Board of Directors of the Corporation is: 2 (two). The name(s) and address(es) of the person(s) who is/are appointed to act as the initial director(s) of the Corporation is/are:

<u>Director Name</u>	<u>Director Address</u>
PENNY RIGBY	3613 Treeline Way St. Cloud, Fl. 34769
CARLOS REGUERIN	4624 W. Hwy. 192 Kissimmee, Fl. 34746

**IX.**  
**No Personal Liability**

The private property of the stockholders shall not be subject to the payment of corporate debts.

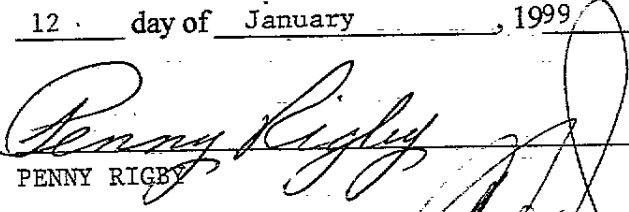
**X.**  
**Operating Provisions**

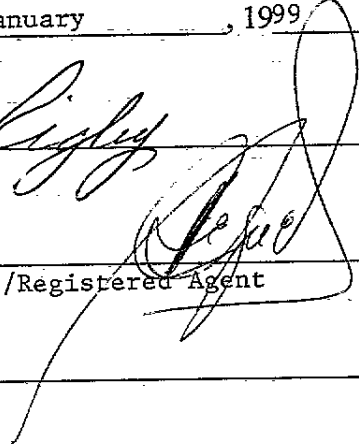
The provisions for the operation, regulations, and management of the business and internal affairs of the Corporation shall be as set forth in the Bylaws, which may be amended from time to time by a majority vote of a quorum of the Board of Directors.

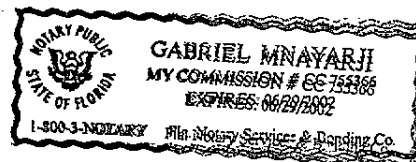
**XI.**  
**Fiscal Year**

The fiscal year of the Corporation shall be from JANUARY 1 to DECEMBER 31 of each year.

IN WITNESS WHEREOF, we have hereunto set our hands and seals on this, the 12 day of January, 1999.

  
PENNY RIGBY

  
CARLOS REGUERIN /Registered Agent



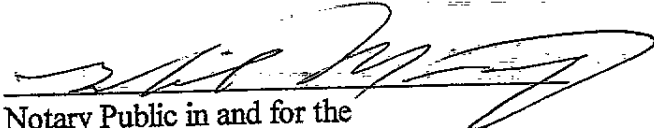
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State of FLORIDA

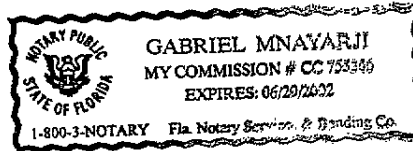
County of OSCEOLA

BEFORE ME, the undersigned authority, on this day personally appeared  
PENNY RIGBY, known to me to be the person described in, and  
whose name is subscribed to the foregoing document, who on oath stated to me that he/she  
executed the same for the purposes and consideration therein expressed.

SUBSCRIBED AND SWORN TO BEFORE ME this the 12 day of  
January, 19 99.

  
Notary Public in and for the  
State of FLORIDA

My Commission Expires:

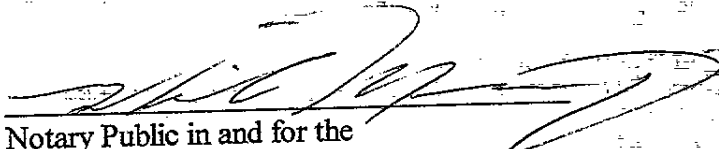


State of FLORIDA

County of OSCEOLA

BEFORE ME, the undersigned authority, on this day personally appeared  
CARLOS REGUERIN, known to me to be the person described in, and  
whose name is subscribed to the foregoing document, who on oath stated to me that he/she  
executed the same for the purposes and consideration therein expressed.

SUBSCRIBED AND SWORN TO BEFORE ME this the 12 day of  
January, 19 99.

  
Notary Public in and for the  
State of FLORIDA

My Commission Expires:

