

LUCIA GOMES

14128 Chaseway Lane (# 1915), Orlando, FL 32837

daytime tel: (407) 659-6457

P99000015605

February 10, 1999

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

200002775622--8
-02/15/99--01106--021
*****70.00 *****70.00

Re: TOURLINE, INC.

Please find enclosed notarized original and one copy of Articles of Incorporation of subject corporation, together with my check in the amount of \$70.00, being Filing Fee (\$35.00) and Designation of Registered Agent Fee (\$35.00) for the said company.

May I anticipate your early attention in this matter.

Sincerely,

Lucia Gomes

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99 FEB 15 PM 3:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Lucia GAVE
AUTHORIZATION BY PHONE TO
CORRECT 018 II
DATE 2/17/99
DOC. EXAM T.A.

T.A. - 2/17/99

ARTICLES OF INCORPORATION

of

TOURLINE, INC.

The undersigned subscriber(s) being natural person(s) competent to enter into contracts, do hereby form a corporation under the Florida Business Corporation Act, and for this purpose hereby adopt(s) the following Articles of Incorporation.

I. NAME

The name of the corporation shall be **TOURLINE, INC.**

II. EFFECTIVE DATE

This corporation shall come into being on February 15, 1999.

III. PURPOSE

The nature of the business and the purposes and objects for which the corporation is organized are as follows:

1. To engage in the business of tour operations, vacation planning and related.
2. To engage in any lawful activities of business, and to do any and all acts incident thereto or which the Board of Directors in their deliberate judgement may deem necessary for the purpose of carrying out, or for the success of, any business permitted under the laws of the United States of America and/or the State of Florida.
3. To do any and all of these things as fully and completely as natural persons in any part of the world.
4. The purposes, objects and powers specified in this paragraph and elsewhere in these Articles shall be construed as independent purposes, objects and powers, and in nowise shall be limited or restricted by reference to, or inference from, any other paragraph(s), except where otherwise specified in such paragraph(s).

IV. PRINCIPAL OFFICE AND INITIAL REGISTERED AGENT

The principal place of business and mailing address of the corporation shall be **14128 Chaseway Lane (# 1915), Orlando, FL 32837**. The name and Florida street address of the initial Registered Agent are: **Lucia Gomes of 14128 Chaseway Lane (# 1915), Orlando, FL 32837**.

V. CAPITAL STOCK

This corporation shall be a Small Business corporation under Section 1244 of the Internal Revenue Code, and the stock issued shall be in accordance with the following plan:

1. The corporation is authorized to issue SEVEN THOUSAND FIVE HUNDRED (7,500) shares of ONE DOLLAR (\$1.00) par value Common Stock, which shall be designated "Common Shares".

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2. The period during which this offering will be open in the first instance is two (2) years from the date of incorporation.
3. No shares offered or issued under this plan shall be issued in exchange for stocks, securities, or services.

VI. INITIAL BOARD OF DIRECTORS

The corporation shall have ONE (1) director initially. The number of directors may be increased or diminished from time to time by the By-laws, but shall never be less than one (1). The name(s) and address(es) of the initial director(s) of the corporation is (are) as follows:

LUCIA GOMES
14128 Chaseway Lane (# 1915)
Orlando, FL 32837

VII. POWERS OF DIRECTORS AND STOCKHOLDERS

The directors and stockholders of the corporation shall have the following powers:

1. The directors shall have power to make, adopt, alter, amend or repeal the By-laws of the corporation; to fix the amount of working capital to be reserved, and to authorize and/or cause to be executed, mortgages and liens without limit as to amount, upon the property and franchise of the corporation.
2. Pursuant to a vote of the holders of the majority of the capital stock issued and outstanding, and with consent in writing, the directors shall have authority to dispose, in any manner, of the whole property of the corporation.
3. The By-laws shall determine whether and to what extent the books of accounts of the corporation, or any of them shall be open to inspection by stockholders; and no stockholder shall have the right to inspect any book, document, paper or account of the corporation, except as otherwise conferred by law, or the By-laws, or by resolution of the stockholders.
4. The stockholders and directors shall have the power to hold meetings and keep books, documents and papers of the corporation outside the State of Florida, at such places as may be designated from time to time by the By-laws or by resolution of the stockholders or the directors, except as otherwise required by the laws of the State of Florida.

VIII. DIRECTORS' COMPENSATION

The shareholders shall have exclusive authority to fix the compensation of the directors of the corporation.

IX. INDEMNIFICATION

The corporation shall indemnify each director or officer, or former directors or officers of the corporation to the full extent permitted by law; and directors and officers or former directors and officers shall not be liable to either the corporation or the stockholders for monetary damages for breach of fiduciary duties unless the breach involves any or all of the following:

1. A director's duty of loyalty to the corporation or its stockholders.
2. Acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law.

3. Liability for unlawful payments of dividends or unlawful stock purchase or redemption by the corporation.
4. A transaction for which the director derived an unlawful personal benefit.

X. MEETINGS

Notwithstanding anything else written in these Articles, the directors shall have the right to participate in regular or special meetings of the Board of Directors by means of conference telephone or similar means permitted by law

XI. INCORPORATOR(S)

The name and address of the person signing these Articles of Incorporation is:

LUCIA GOMES
14128 Chaseway Lane (# 1915)
Orlando, FL 32837

XII. AMENDMENT(S)

The corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment to them, and any right or rights conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 10 day of Feb, 1999.

Lucia Gomes
LUCIA GOMES

STATE OF FLORIDA)
COUNTY OF Orange) SS

Before me, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared LUCIA GOMES known to me (or presented identification), and known to be the person who executed these Articles of Incorporation.

Sworn to and Subscribed before me in the State and County aforesaid, this 10 day of Feb, 1999.

Theresa Pompa
Notary Public, State of Florida at Large



**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE
FOR THE SERVICE OF PROCESS**

on behalf of

TOURLINE, INC.

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: **TOURLINE, INC.**
2. The name and address of the registered agent and office is:

NAME:

LUCIA GOMES

President

OFFICE ADDRESS:

14128 Chaseway Lane (# 1915)
Orlando, FL 32837

Having being named as registered agent and to accept service of process for the abovenamed 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.

Signature: _____

Lucia Gomes
LUCIA GOMES, Registered Agent

2/10/99
Date

FILED
99 FEB 15 PM 3:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA