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March 5, 1999

SECRETARY OF STATE  
CORPORATE DIVISION  
Post Office Box 6327  
Tallahassee, Florida 32314

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03/08/99--01086--008

\*\*\*\*\*78.75 \*\*\*\*\*78.75

RE: BERRIET INVESTMENTS, INC.

Ladies and Gentlemen:

Enclosed are an original and one copy of Articles of Incorporation for Berriet Investments, Inc. together with a check in the sum of \$78.75 representing the \$70.00 filing fee and \$8.75 for a certified copy of Articles of Incorporation.

Thank you for your courtesy and cooperation.

Very Truly Yours,

*Christophe B. Williams*

INCORPORATOR:

RETURN TO: BERRIET INVESTMENTS  
c/o Chris Williams  
9800 Touchton Road #133  
Jacksonville, Florida 32256

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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ARTICLES OF INCORPORATION —  
OF —  
BERRIET INVESTMENTS, INC. .

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ARTICLE I-NAME

The name of the Corporation is BERRIET INVESTMENTS,  
INC.

ARTICLE II-DURATION —

The Corporation shall have perpetual existence  
commencing on the dates these Articles of Incorporation  
are filed with the Florida Secretary of State's Office.

ARTICLE III-PURPOSE —

The Corporation may engage in any activity or  
business permitted under the laws of the United States  
and the State of Florida.

ARTICLE IV-CAPITAL STOCK —

The Corporation is authorized to issue one hundred  
(100) shares of One Dollar (\$1.00) par value stock,  
which shall be designated as "Common Shares". —

ARTICLE V-INITIAL CORPORATE OFFICE  
AND RESIGERED AGENT —

The street address of the initial corporate office  
of the corporation is 9800 Touchton Road, #133,  
Jacksonville, FL 32256. The name and address of the  
initial registered agent for the Corporation is Donna L.  
Williams, Wow Travel, Inc., 11077 Biscayne Boulevard,  
Suite 303, Miami, FL 33161. —

ARTICLE VI-BY-LAWS

The By-Laws of the Corporation may be adopted, altered, amended or repealed by either the Stockholders or Directors.

ARTICLE VII-INITIAL BOARD OF DIRECTORS

The Corporation shall have one (1) initial Director. 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 and address of the Director of this Corporation is

NAME	ADDRESS
CHRISTOPHR B. WILLIAMS	9800 Touchton Road, #133 Jacksonville, FL 32256

ARTICLE VIII-OFFICERS

The officers of the Corporation are:

CHRISTOPHER B. WILLIAMS--PRESIDENT

SECRETARY/TREASURER--DONNA L. WILLIAMS

ARTICLE IX-INDEMNIFICATIONS

The Corporation shall idemnify any Officer or Director, or any former Officer or Director to the full extent permitted by law.

ARTICLE X-PREEMPTIVE RIGHTS

Every Stockholder, upon the sale for cash of any new stock of the Corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro-rata share threof (as nearly

as may be done without issuance of fractional shares) as the price at which it is offered to them.

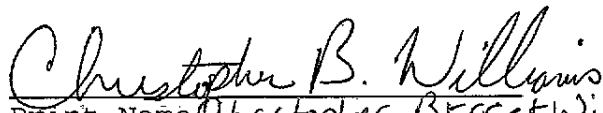
ARTICLE XI-INCORPORATION

The name and address of the person signing these Articles of Incorporation is: 9800 Touchton Road, #133, Jacksonville, FL 32246.

ARTICLE XII-AMENDMENT

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, in accordance with the provisions of the Florida General Corporation Act.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 15 day of February, 1999.


  
Print Name Christopher Berriett Williams  
Incorporator

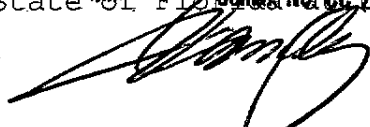
STATE OF FLORIDA )  
COUNTY OF DUVAL ) ss:

Before me, a Notary Public in the State and County set forth above, personally appeared Christopher Williams, known to me and known by me to be the person, who as Incorporator, executed the foregoing Articles of Incorporation of Berriett Investments, Inc., and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 15 day of February, 1999.

My commission expires:

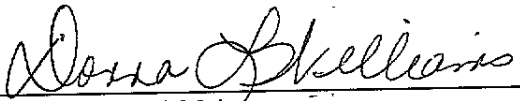
 **WILLIAM L. CASSIDY**  
Notary Public, State of Florida  
My commission expires Oct. 8, 2002  
State of Florida, Commission No. CC 782064

 2/15/99

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for Berriet Investments, Inc., at the place designated in Article V of these Articles of Incorporation, the undersigned hereby agrees to act in this capacity, and further agrees to comply with the provisions of all statutes relative to the proper and complete discharge of its duties.

Dated this 15 day of February, 1999.

  
Donna L. Williams  
Registered Agent

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