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26548

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302 -
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Your Friendly
Travel Agent, Inc

400002813874--7

-03/22/99--01109--012

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

RECEIVED
99 MAR 22 PM 1:06
DIVISION OF CORPORATION

- Art of Inc. File _____
- _____ LTD Partnership File _____
- _____ Foreign Corp. File _____
- _____ L.C. File _____
- _____ Fictitious Name File _____
- _____ Trade/Service Mark _____
- _____ Merger File _____
- _____ Art. of Amend. File _____
- _____ RA Resignation _____
- _____ Dissolution / Withdrawal _____
- _____ Annual Report / Reinstatement _____
- Cert. Copy _____
- _____ Photo Copy _____
- _____ Certificate of Good Standing _____
- _____ Certificate of Status _____
- _____ Certificate of Fictitious Name _____
- _____ Corp Record Search _____
- _____ Officer Search _____
- _____ Fictitious Search _____
- _____ Fictitious Owner Search _____
- _____ Vehicle Search _____
- _____ Driving Record _____
- _____ UCC 1 or 3 File _____
- _____ UCC 11 Search _____
- _____ UCC 11 Retrieval _____
- _____ Courier _____

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 MAR 23 PM 3:41

[Handwritten signature]
6854

Signature _____

Requested by: LS

3/22/99 12:37

Name _____

Date _____

Time _____

Walk-In _____

Will Pick Up _____



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

March 22, 1999

CAPITAL CONNECTION, INC.
417 E. VIRGINIA STREET, STE. 1
TALLAHASSEE, FL 32302

SUBJECT: YOUR FRIENDLY TRAVEL AGENT, INC.
Ref. Number: W99000006854

We have received your document for YOUR FRIENDLY TRAVEL AGENT, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

You must list the corporation's principal office and/or a mailing address in the document.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6930.

Carolyn Batten
Document Specialist

Letter Number: 199A00014064

ARTICLES OF INCORPORATION
FOR
YOUR FRIENDLY TRAVEL AGENT, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

99 MAR 23 PM 3:41

ARTICLE ONE

The name of the corporation is Your Friendly Travel Agent, Inc.

ARTICLE TWO

The period of its duration is perpetual.

ARTICLE THREE

The purpose or purposes for which the corporation is organized are: the transaction of any or all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes. The corporation is specifically authorized to operate travel related businesses under the tradenames: Friendly Travel Associates, Fun travel, TRAVEL*4*U, Tours*4*U, Cruises*4*U, Tours*4*U & Cruises*2, Heritage Tours International, or other tradenames as the corporation may deem appropriate and register.

ARTICLE FOUR

The aggregate number of shares which the corporation shall have authority to issue is 1,000,000 of no par value stock. The incorporator and his family may purchase up to 500,000 shares at a pre-incorporation price of one cents per share until June 15, 2001, provided the stock is restricted and may not be transferred except to the Corporation. This restricted stock may only be sold back to the Corporation as treasury stock at the same price per share for which it was issued (one cent) unless all the stock of the corporation is sold to a buyer at the same time in which case the corporation shall purchase the shares for the same price offered every other shareholder. Should the IRS determine that such restricted stock represents a different class of stock, the above section concerning restricted stock shall become null and void. All newly issued stock must first be offered to all existing shareholders at the same price offered to non-shareholders and in the same percentage as their existing holdings.

ARTICLE FIVE

The corporation shall not commence business until it has received for the issuance of its shares consideration of the value of \$1,000.

ARTICLE SIX

The address of its registered office is 2907 S.R. 590, Suite 5, Clearwater, FL 33759; and the name of its registered agent at such address is TRAVEL*4*U, Inc. Such registered office shall also be the corporation's principal place of business.

Registered Agent Acceptance: TRAVEL*4*U, Inc., by: William A. Hammond
Registered Agent

ARTICLE SEVEN

The number of initial directors is one, and his name and address is:

William A. Hammond
2907 S.R. 590, Suite 5
Clearwater, FL 33759

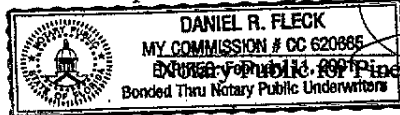
ARTICLE EIGHT

The name and address of the incorporator is:

William A. Hammond
2907 S.R. 590, Suite 5
Clearwater, FL 33759

William A. Hammond
Incorporator

Sworn to on 19 March, 1999, by the above named incorporator and registered agent.



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[Signature]