

P99000026895

TRANSMITTAL LETTER

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

400002810064--8
-03/18/99--01029--012
*****78.75 *****78.75

SUBJECT: LEISURE TIME TOURS, INC.

Enclosed please find an original and one (1) copy of the articles of incorporation for the above corporation and check in the amount of \$78.75.

FROM: Howard M. Swerbilow
800 E. Merritt Island Cswy. Ste. 200
Merritt Island, Florida 32952
(407) 453-3880

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

99 MAR 18 PM 12:04

FILED

MAR 24 1999

CORPORATE
ARTICLES OF INCORPORATION

OF

LEISURE TIME TOURS, INC.

FILED
99 MAR 18 PM 12:04
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Corporate Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be:
LEISURE TIME TOURS, INC.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

7000 N. Atlantic Ave.
Cape Canaveral, Florida 32920

ARTICLE III CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is: 100 shares of no par value stock.

ARTICLE IV INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

HOWARD M. SWERBILOW
800 E. Merritt Island Cswy. Ste. 200
Merritt Island, Fl. 32952

ARTICLE V INCORPORATOR(S)

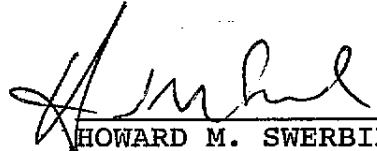
The name and street address of the incorporator to these Articles

of Incorporation is:

Howard M. Swerbilow
800 E. Merritt Island Cswy.
Merritt Island, Fl. 32952

FILED
99 MAR 18 PM 12:04
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned has executed these Articles of Incorporation this
16 day of March, 1999.


HOWARD M. SWERBILOW

CERTIFICATE OF DESIGNATION
REGISTERED AGENT\REGISTERED OFFICE

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:
LEISURE TIME TOURS, INC.
2. The name and address of the registered agent and office is:

Howard M. Swerbilow
800 E. Merritt Island Cswy.
Merritt Island, Fl. 32952

SIGNATURE


HOWARD M. SWERBILOW

TITLE

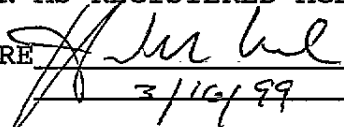
DATE

3-16-99

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF
PROCESS FOR THE ABOVE STATED 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

DATE


3/16/99