

P99000035158

Secretary Of State
P.O. Box 6327
Tallahassee, FL 32314

Travel Store Corp.
6385 Presidential Court
Suite 108-A
Fort Myers, FL 33919

Phone #

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*****70.00 *****70.00

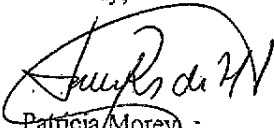
February 14, 1999

Dear Secretary Of State:

Please find attached 2 copies of the Articles of Incorporation for: Travel Store Corp along with our money order for \$70.00 to cover the registration cost.

We thank-you in advance for your assistance in this matter.

Sincerely,


Patricia Morey
President

FILED
99 APR 16 PM 1:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B. BROCK APR 16 1999

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02545



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

March 4, 1999

PATRICIA MOREY
6385 PRESIDENTIAL COURT
SUITE 108-A
FORT MYERS, FL 33919

SUBJECT: TRAVEL STORE CORP.
Ref. Number: W99000005303

We have received your document for TRAVEL STORE CORP. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an administratively dissolved/revoked entity. Names of administratively dissolved/revoked entities are not available for one year from the date of administrative dissolution/revocation unless the dissolved/revoked entity provides the Department of State with a notarized affidavit stating that they have no intention of reinstating, therefore, releasing the name for use to another entity.

Simply adding "of Florida" or "Florida" to the end of a name is not acceptable.

We regret that we were unable to contact you by phone. Please return the corrected document with a letter providing us with an address and telephone number where you can be reached during working hours.

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) 487-6925.

Barbara Brock
Document Specialist

Letter Number: 799A00010013

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
TRAVEL STORE OF FORT MYERS, INC.

The undersigned subscribers to these Articles of Incorporation, each a natural person competent to contract, hereby associate themselves together to form a corporation under the Laws of the State of Florida.

ARTICLE I- NAME

The name of this corporation is TRAVEL STORE OF FORT MYERS, INC.

ARTICLE II- NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation shall be to import-export machinery, parts and all other articles, commodities, act as principals or as purchasing agents for others, to act as real estate developer, real estate owner, to develop agricultural properties and to breed, sell cattle or other animals and to invest in such ventures in the United States as well as abroad.

To manufacture, purchase or otherwise acquire, and to own, mortgage, sell, assign, transfer or otherwise dispose of and to invest in, trade in and deal with goods, wares, merchandise, real and personal property and services of every class, kind and description; to develop proprietary computer programs, travel agent, tour operators, apply for copyrights and patents whenever applicable and to actively pursue to protect said copyrights and patents.

To design, manufacture, sell, all types of clothing apparels; both wholesale and retail. To export or import such clothing apparels.

To conduct business in, have one or more offices, buy, hold mortgage, sell, convey, lease or otherwise dispose of real and personal property, including franchises, patents, trademarks and licenses in the State of Florida and all other States, districts, territories or colonies.

To contract debts and borrow money, issue and sell or pledge bonds, debenture, notes and other evidence of indebtedness, and execute such mortgages, transfers, of cooperate property or other instruments to secure the payment of corporate indebtedness as required.

To purchase the corporate assets of any other corporation and engage in the same or other character of business.

To acquire by purchase, subscription, or otherwise, and to receive, hold own, guarantee, sell, assign, exchange, underwrite, transfer, mortgage, pledge, or otherwise dispose of or deal in and with any shares of capital stock, script, warrants, rights, bonds, debentures, notes, trusts, receipts, and other securities, obligation closes in action and evidence of indebtedness or interest issued or created by any corporation, joint stock companies, syndicates, associations, firms, trust, or persons public or private, or by the Government of the United States, or by any foreign government, or by any state, territory, municipality, or other political sub-division or by any governmental agency, and as owner thereof to possess and exercise all the rights, powers and privileges of ownership including the right to execute consents and vote thereon, and to do any and all acts and things necessary or advisable for the preservation, protection, improvement, and enhancement in value thereof.

In general, to carry on any other business in connection with the foregoing, and to have and to exercise all the powers conferred by the Laws of the State of Florida upon corporations formed under its laws and to do any or all things herein before set forth to the same extent a natural person might or could.

ARTICLE III-CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is one hundred thousand (100,000) shares of common stock at a par value of \$0.01 one cent each.

All the aforementioned stock is to be issued as fully paid for and exempt from assessment.

The capital stock may be paid for in money, property, labor or services. At just valuation to be fixed by the incorporators or by the directors at a meeting called for such purpose.

ARTICLE IV-CAPITAL.

The amount of capital with which this corporation shall begin business with shall be not less than \$100.00 one hundred dollars.

ARTICLE V-TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI-ADDRESS

The initial Post Office address of this corporation in the State of Florida is 6385 Presidential Court, Suite 108-A, Fort Myers FL 33919. The Board of Directors may from time to time move the principal office to any other address in Florida.

ARTICLE VII-DIRECTORS.

This corporation shall have one director initially. The number of directors may be increased or decreased from time to time in such a manner as maybe described by the By-Laws.

The corporation shall indemnify and hold harmless each person who shall serve at any time hereafter as a director, officer, and any person who serves at the request of this corporation, from any and against all claims and liabilities to which such person shall become subject by reason of his/her having heretofore or hereafter being a director or officer of the corporation, or by reason of any action alleged to have been heretofore or hereafter taken or omitted by him/her as such director or officer, and shall reimburse each such person for all legal and other expenses reasonably incurred by him/her in connection with any claim or liability as to which adjudged that such officer or director is liable for negligence or willful misconduct in the performance of his/her duties.

The rights accruing to any person under the foregoing shall not exclude any other right to which he/she may be lawfully entitled nor shall anything herein be contained restrict the right of the corporation to indemnify or reimburse such person in any proper case even though not specifically herein provided for.

No contracts or other transaction between this corporation and any other corporation, and no act of this corporation shall in any way be affected or invalidated by the fact that any of the directors of the corporation are pecuniarily or otherwise interested in or otherwise interested in or are director or officer of such other corporation; any director individually or any firm of which any director may be a member or a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of the corporation provided for the fact that he/she or such firm so interested shall have disclosed or shall have made known to the Board of Directors or such members thereof shall be present at any meeting of the Board at which such action of any such contract or transaction who is also a director or officer of such other corporation or is interested to be counted in determining the existence of a quorum at any meeting of the Board of Directors which shall authorize such contract or transaction, with the like force and effect as if he/she were not such director or officer of such other corporation or not so interested.

ARTICLE VIII-DIRECTOR

The name and address Board of Directors is:

Patricia Morey 6385 Presidential Court
Suite 108-A
Fort Myers, FL 33919

ARTICLE IX-OFFICERS

Patricia Morey 6385 Presidential Court President, Treasurer, Secretary
Suite 108-A
Fort Myers, FL 33919

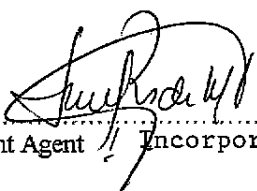
ARTICLE X-SUBSCRIBER

Patricia Morey 6385 Presidential Court
Suite 108-A
Fort Myers, FL 33919

ARTICLE XI-RESIDENT AGENT

Patricia Morey 6385 Presidential Court
Suite 108-A
Fort Myers, FL 33907

I hereby accept and understand all of my obligations and duties as Resident Agent for this Corporation.

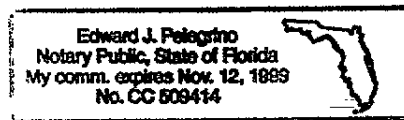

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Resident Agent Incorporator

ARTICLE XII-AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors proposed to them by the stockholders and approved at stockholders meeting by a majority of the stockholders entitled to vote thereon.

IN WITNESS WHEREOF the parties to these Articles of Incorporation have hereunto set their hands and seals this 12 day of April 1999.


.....(SEAL)
NOTARY PUBLIC

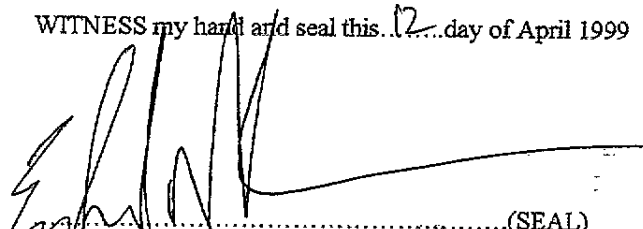


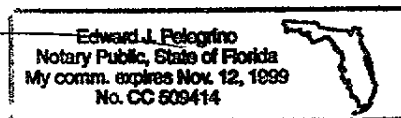
STATE OF FLORIDA)

COUNTY OF LEE)

I HEREBY CERTIFY that on this day before me, a Notary Public, duly authorized in the State and County above named, to take acknowledgements, personally appeared PATRICIA MOREY to me known to be the person described as the Subscriber and officer in and who executed the foregoing Articles of Incorporation, and acknowledge before me that she has subscribed to the Articles of Incorporation.

WITNESS my hand and seal this 12 day of April 1999


.....(SEAL)
NOTARY SEAL



FILED
99 APR 16 PM 1:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA