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KIRK FRIEDLAND

Attorney at Law

Board Certified Civil Trial Lawyer

501 South Flagler Drive, Suite 505

West Palm Beach, Florida 33401

Wednesday April 14, 1999

Telephone: (561) 655-8200

Fax: (561) 655-1389

Via Federal Express

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

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-04/16/99-01054-019

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

RE:

Journeys more than a destination, Inc.

Gentlemen:

I have the original and a copy of the Articles of Incorporation of Journey's, Inc. along with our check in the amount of \$78.75 made payable to the Secretary of State. Please forward a certified copy of the Articles.

Thank you for your attention to this matter. If you have any questions, please do not hesitate to call me.

Journeys more than a destination, Inc.
Boatmen's Inc.

Sincerely yours,

Julie Romani

Julie Romani
Secretary to Kirk Friedland

Enclosure

Julie GAVE
AUTHORIZATION BY PHONE TO

CORRECT *Name*

DATE *4/14/99*

DOC EXAM *MM*

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF

JOURNEYS MORE THAN A DESTINATION, INC.

I, the undersigned, for the purpose of becoming a corporation under and pursuant to the laws of the State of Florida providing for the formation, liability, rights, privileges and immunities of corporation for profit, do hereby certify, declare and set forth as follows, to wit:

ARTICLE I

NAME

The name of this corporation shall be: **JOURNEYS MORE THAN A DESTINATION, INC.**
and the business address shall be **816 Shore Drive, North Palm Beach, Florida 33408.**

ARTICLE II

GENERAL NATURE OF BUSINESS

The general nature of business proposed to be transacted and carried on is selling travel and all other related business and all of the things herein mentioned, as fully and to the same extent as natural persons might or could do, viz:

A. To improve, buy, sell, exchange, mortgage, rent, lease, invest in, build, erect, equip, maintain, deal in and with, dispose of, manage and operate real property, both improved and unimproved, and personal property of whatsoever nature or kind, as owner, agent, factor or broker; to build, construct and alter houses, building and structures of whatsoever nature or kind, and to develop real property generally, to loan money upon real and personal property and to take mortgages and bonds and assignments of mortgages and bonds upon real and personal property of whatsoever nature or kind; and to borrow money thereon by mortgages or otherwise; to buy, sell and deal in bonds and loans secured by mortgages or other liens on real property or personal of all kinds and description.

B. To purchase, manufacture, acquire, hold, own, mortgage, hypothecate, pledge, lease, sell, assign, transfer, invest in, trade in, deal in, borrow and loan money upon goods, wares, merchandise and real and personal property of every kind and description.

C. To act as agent, broker or attorney in fact for any person, firms or corporations in buying, selling and dealing in real or personal property of whatsoever nature or kind, and any and every estate and interest therein, and

chooses in action secured thereby, judgments resulting therefrom and other personal property collateral thereto, in making or obtaining loans upon such property, in supervising, managing and protecting such property and loans and all interest in any claim affecting the same, in effecting insurance against fire and all other risks thereon, and in managing and conducting any legal actions, proceedings and business relating to any of the purposes herein mentioned or referred to; to register mortgages and deeds of trust of real property or chattels, real and all other securities collateral thereto; to investigate and report upon the credit and financial solvency and sufficiency of borrowers and sureties upon such securities; and to transact all or any other business which may be necessary or incidental or proper to the exercise of any or all of the purposes of the corporation.

D. To subscribe for, purchase, invest in, hold, own, assign, pledge and otherwise dispose of shares of capital stock, bonds, mortgages, debentures, notes and other securities, obligations, contracts and evidences of indebtedness of any persons, firms, associations or other corporations, whether domestic or foreign, and to exercise in respect of any such shares of stock, bonds and other securities, any and all rights, powers and privileges of individual ownership, including the right to vote thereon; to issue bonds and other obligations, and to secure the same by pledging or mortgaging the whole or any part of the property to the company, and to sell such bonds and other obligations for proper corporate purposes, and to do any and all acts and things tending to increase the value of the property at any time held by the company.

E. To acquire, grant, hold, undertake and fully exploit the goodwill, property rights, franchises and assets of every kind, and the liabilities of any person, firm, association or corporation, either wholly or partly, and to pay for the same in cash, stocks or bonds of the company or otherwise.

F. To borrow money and contract debts when necessary in the purchase or acquisition of real, personal and intangible property, business rights or franchises, or for additional working capital, or for any other object in or about its business or affairs and without limit as to amount; to incur debts and to raise, borrow and secure the payment of money in any lawful manner, including the issue and sale of other negotiable and transferable instruments and evidences of indebtedness of all kinds, whether secured by mortgage, pledge, deed of trust or otherwise.

G. In any manner to acquire, enjoy, utilize and to dispose of patents, copyrights and trademarks and any licenses or other rights or interest therein and thereunder.

H. To conduct business and operations and to have one or more offices and hold, purchase, mortgage, lease, dispose of, deal in, and convey real and personal property without restrictions in this state and in any other of the several states, territories, possessions and dependencies of the United States, the District of Columbia and in any and all foreign countries.

I. To purchase or otherwise acquire, become interested in, deal in and with, invest in, hold, pledge, sell, mortgage, lend money on, exchange or otherwise dispose of, or turn to account or realize upon as owner, agent, broker or factor, all forms of securities, including stocks, bonds, debentures, mortgages, notes, evidences of indebtedness, leases, options, certificates of interest, participation certificates, voting trust certificates, evidencing shares of or interest in common law trust, trust and other trust estates or associations, certificates of trust or beneficial interest in trusts, mortgages, contracts and other instruments, securities and rights, to investigate and report with respect to, and to undertake, carry on, aid, assist or participate in the organization, liquidation, or reorganization of financial, commercial, mercantile, manufacturing, industrial or other business concerns, firms, associations and mercantile, financial and industrial enterprises and operation.

J. To engage in and carry on any advertising business in connection with property of any nature owned, leased or otherwise acquired by this corporation, as principal or agent, with powers to let contracts for any such advertising, and to make and carry out contracts of every kind and nature that may be conducive to the accomplishment for any purposes of the corporation.

K. To do any and all things, and everything necessary and proper for the accomplishment of the objects enumerated in these Articles of Incorporation, of any amendment thereto necessary and incidental to the protection and benefit of the corporation, including the right of the corporation or its stockholders to pay state or federal taxes under any plan it or they may elect and as shall be approved by such taxing authority; and in general, carry on any lawful business necessary or incidental to the attainment of the object of the corporation, whether or not such business is similar in nature to the objects set forth herein, it being understood that the enumeration of specific powers in the Articles of Incorporation shall not be deemed to be exclusive, but all other lawful powers conferred by the statutes of the State of Florida are hereby included.

ARTICLE III

CAPITAL STOCK

The capital stock of this corporation shall be ONE HUNDRED shares of common stock having a par value of ONE DOLLAR (\$1.00).

All of said stock shall be payable in cash, property, real or personal, labor or services in lieu of cash, at a just valuation to be fixed by the Board of Directors of this corporation.

ARTICLE IV

CAPITAL TO BEGIN BUSINESS

The amount of capital with which this corporation shall commence business shall be FIVE HUNDRED AND NO/100 (\$500.00) DOLLARS.

ARTICLE V

CORPORATE EXISTENCE

This corporation shall exist perpetually unless sooner dissolved according to law.

ARTICLE VI

REGISTERED OFFICE AND REGISTERED AGENT

The registered office of the corporation shall be 816 Shore Drive, North Palm Beach, Florida 33408. The registered agent at the above address shall be PATRICIA UNRUH.

ARTICLE VII

OFFICERS AND DIRECTORS

The names and post office addresses of the officers and first Board of Directors of this corporation who shall hold office for the first year or until successors are chosen shall be:

<u>NAME</u>	<u>ADDRESS</u>	<u>OFFICE</u>
PATRICIA UNRUH	816 Shore Drive N.P.B., FL 33408	President, Treasurer & Director
BARBARA JEANNE ATWATER	816 Shore Drive N.P.B., FL 33408	Vice President, Secretary & Director

The corporation shall have at least one and not more than five directors, and no person shall be required to own, hold, or control stock in the corporation as a condition precedent to holding an office in this corporation.

ARTICLE VIII
SUBSCRIBERS

The name and post office address of the subscriber to these Articles of Incorporation, and the number of shares he agrees to take, is as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>SHARES</u>
PATRICIA UNRUH	816 Shore Drive N.P.B., FL 33408	5
BARBARA JEANNE ATWATER	816 Shore Drive N.P.B., FL 33408	5

ARTICLE IX

This corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute.

Directors of this corporation shall have the power to make or amend by Bylaws and to fix any amount to be reserved for working capital.

The private property of the stockholders shall not be subject to the payment of the corporate debts in any extent whatsoever. The corporation shall have a first lien on the shares of its members and upon the dividends due them from any indebtedness of such members of the corporation.

IN WITNESS WHEREOF, the undersigned, being the original subscriber(s) to the capital stock hereinabove named, for the purpose of forming a corporation to do business both within and without the State of Florida, under the laws of Florida, do hereby make and file these Articles, hereby declaring and certifying the facts herein stated are true, and I do agree to take the number of shares hereinabove set forth, and hereunto set my hand and seal this 14th day of April, 1999.

In the presence of:

Julie Romani
Witness

Patricia Unruh
PATRICIA UNRUH

[Signature]
Witness

Julie Romani
Witness

Barbara Jeanne Atwater
BARBARA JEANNE ATWATER

[Signature]
Witness

STATE OF FLORIDA

ss.

COUNTY OF PALM BEACH

The foregoing Articles of Incorporation were acknowledged before me this 14th day of April by
PATRICIA UNRUH and BARBARA JEANNE ATWATER, who are personally known to me or who produced
as identification.

Julie Romani
Notary Public
Commission No:
My commission expires:



Julie Romani
My Commission CC638240
Expires April 13, 2001

**CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS
WITHIN THE STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED**

Pursuant to §48.091, Florida Statutes, the following is submitted in compliance with said Act:

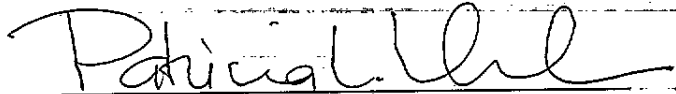
JOURNEYS MORE THAN A DESTINATION, INC.

That is to be organized under the laws of the State of Florida, with its registered office

being 816 Shore Drive, North Palm Beach, Florida 33408 as set forth in the Articles of Incorporation and has
named PATRICIA UNRUH as its agent to accept service of process within this State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated corporation at the place designated in
this certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said Act relative
to keeping open said office.


PATRICIA UNRUH

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA