TRANSMITTAL LETTER

P99000039144

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

900002851689--7 -04/26/99--01088--010 *****87.50 ******87.50

SUBJECT:	Prosper	International	Travel,	INC.
	(Proposed corporate name - must include suffix)			

of the articles of incorporation and	a check for:
	\$87.50 Filing Fee, Certified Copy & Certificate of Status
-	□\$78.75 Filing Fee

FROM:	MICHAEL J. Hipkley	
	Name (Printed or typed)	FAC 99
	7523 Aloma Ave Suite 207	9
	Address	26
	WIUTER Park FL 32792 City, State & Zip	PH 3: 32 PH 3: 32 PH 3: 32
	407 - 679 - 2959 Daytime Telephone number	DE L

4-20-99

NOTE: Please provide the original and one copy of the articles.

Day 123

4-20-99

ARTICLES OF INCORPORATION

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following articles of incorporation:

ARTICLE I - NAME

The name of the corporation shall be:

Prosper International Travel, Inc.

ARTICLE II - PRINCIPAL OFFICE

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

7523 Aloma Avenue Suite 207 Winter Park FL 32792

ARTICLE III - SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

The corporation is authorized to issue and have outstanding at any one time one hundred (100) shares at a par value of 1.00 per share.

ARTICLE IV - EFFECTIVE DATE

The effective date for the incorporation of this corporation shall be:

April 20, 1999

ARTICLE V - INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and the street address of the initial registered agent is:

Michael Hinkley 7523 Aloma Ave. Suite 207 Winter Park FL 32792

ARTICLE VI - INCORPORATOR

The name(s) and street addresses of the incorporator(s) for these articles of incorporation is(are)

Pierre J. Gauthier 7523 Aloma Ave. Suite 207 Winter Park FL 32792

The unassigned incorporator(s) has(have) executed these Articles of Incorporation the 20 day of April, 1999

Signature of Incorporator:

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.