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Barbara's Personal Services, Inc.
PARALEGAL & SECRETARIAL
SUITE 2A
152 8th AVENUE S.W.
LARGO, FLORIDA 33770-3613

NOTARY PUBLIC

TELEPHONE 727 559-8505
FACSIMILE 585-9184

May 20, 1999

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

TRANSMITTAL LETTER

SUBJECT: LATITUDE TRAVEL, INC.

Enclosed is an original and one (1) copy of the articles of incorporation and a check for:
Seventy-eight & 75/100 dollars (\$78.75) for Filing Fee and Certificate of Status.

Thank you.

FROM: Barbara S. Hicks
152 8th Avenue, S.W., Suite 2A
Largo, Florida 33770-3613
(727) 559-8505

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

Sincerely,



Barbara S. Hicks

FILED
99 MAY 28 PM 2:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. SMITH JUN 03 1999*

ARTICLES OF INCORPORATION

The undersigned incorporators, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be: **LATITUDE TRAVEL, INC.**

ARTICLE II PRINCIPAL OFFICE

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

**7210 Ulmerton Road
Suite G
Largo, Florida 33771**

ARTICLE III — SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is: **One thousand (1,000) shares.**

ARTICLE IV

INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

**James J. Tyrcha
7210 Ulmerton Road
Suite G
Largo, FL 33771
727/ 524-6371**

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TALLAHASSEE, FLORIDA

ARTICLE V
INCORPORATORS

The names and street addresses of the incorporators to these Articles of Incorporations are:

James J. Tyrcha
Director

7210 Ulmerton Road
Suite G
Largo, FL 33771

The undersigned incorporators have executed these Articles of Incorporation this 25th day of May, 1999.



JAMES J. TYRCHA
Director

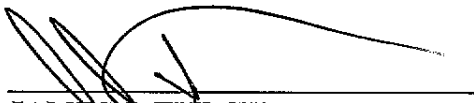
**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/ REGISTERED OFFICE**

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: LATITUDE TRAVEL, INC.
2. The name and address of the registered agent and office is:

JAMES J. TYRCHA
7210 Ulmerton Road, Suite G
Largo, Florida 33771
727/ 524-6371

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.



JAMES J. TYRCHA

This 25th day of May, 1999.

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TALLAHASSEE, FLORIDA