

The Family Para-Legal Center, Inc.

Stephen L. Silvestro, DPL

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August 2, 1999

P99000071334

Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32301

In Re: Filing of Articles of Incorporation and Registered Agent
for: Y2 Travel, Inc.

Dear Sir or Madam:

Enclosed please find the original and one copy of the Articles of Incorporation for the above-named corporation. In addition, our check in the amount of \$70.00 which represents the filing fee and the registered agent fee is also enclosed.

Sincerely,

SL Silvestro, DPL
The Family Para-Legal Center

SLS/jls
Enclosures

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



ARTICLES OF INCORPORATION

1. The name of the incorporation is: Y2 Travel, Inc.
2. The principal place of business and mailing address of the corporation is: Vining Court, #214, Ormond Beach, Florida 32176.
3. The corporation shall have the authority to issue 1,000,000 shares of common stock, in one class only.
4. The purpose is to engage in any activities or business permitted under the laws of the United States and Florida; including the activity of product distribution.
5. The registered agent of the corporation is Thomas D. Case, Sr., and the registered address is: 55 Vining Court, #214, Ormond Beach, Florida 32176.

This address is the same as the principal place of business and the mailing address of the corporation.

6. The initial Board of Directors shall have 2 members whose name's and address are as follows:

THOMAS D. CASE, SR., President, 55 Vining Court, #214, Ormond Beach, Florida 32176.

JUDITH G. CASE, Secretary/Treasurer, 55 Vining Court, #214, Ormond Beach, Florida 32176.

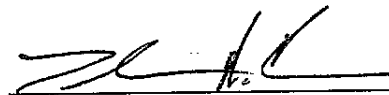
7. The incorporator of this corporation is THOMAS D. CASE, SR., whose address is: 55 Vining Court, #214, Ormond Beach, Florida 32176.
8. It is the intent of the incorporation that the corporation will qualify under section 1244 of the Internal Revenue Code and shall take all actions necessary to obtain and maintain its status as an S Corporation.

DATED: 8-2-99


THOMAS D. CASE, SR., 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, 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.

DATED: 8-2-99


THOMAS D. CASE, SR., Registered Agent

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TALLAHASSEE, FLORIDA

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