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DOAK S. CAMPBELL, III

ATTORNEY AT LAW

70 S. E. FOURTH AVENUE

DELRAY BEACH, FLORIDA 33483

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October 29, 1999

Secretary of State  
Division of Corporations  
PO Box 6327  
Tallahassee, FL 32314

900003030429--0  
-11/01/99--01073--020  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Re: Belize Nature Tours, Inc.

Gentlemen:

Enclose please find Articles of Incorporation, original and one copy, together with a check in the amount of \$78.75 (\$70.00 for filing and \$8.75 for certified copy)

Thank you for your attention to this matter.

Sincerely yours,



Doak S. Campbell, III

FILED  
99 NOV - 1 AM 9:55  
TALLAHASSEE, FLORIDA

CB  
11-1-99  
6

**ARTICLES OF INCORPORATION**  
**OF**  
**BELIZE NATURE TOURS, INC.**

FILED  
99 NOV -1 AM 9:55  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**Article I**  
**Name**

The name of the corporation is Belize Nature Tours, Inc.

**Article II**  
**Duration**

This corporation shall have perpetual existence.

**Article III**  
**Purpose**

This corporation is organized for the purpose of conducting any and all lawful business.

**Article IV**  
**Capital Stock**

This corporation is authorized to issue One Hundred (100) shares of stock at One Dollar (\$1.00) par value common stock.

**Article V**  
**Initial Registered Office and Agent**

The street address of the initial registered office of this Corporation is 7667 Park Lane, Lake Worth, Florida 33467 and the name of the initial registered agent of this corporation at the address is Richard Moyroud.

**Article VI**  
**Principal Office and Mailing Address**

The principal office and mailing address of the corporation is 7667 Park Lane, Lake Worth, Florida 33467.

**Article VII**  
**Initial Board of Directors**

This corporation shall have three (3) directors initially. The number of directors may be either increased or diminished from time to time by the bylaws but shall never be less than one (1).

The name and address of the initial director of this corporation is:

Name	Address
Richard Moyroud	7667 Park Lane, Lake Worth Florida, 33467
Robert W. Ehrig	29770 Mahogany Lane, Big Pine Key Florida, 33043
Marcie Ehrig	29770 Mahogany Lane, Big Pine Key Florida, 33043

#### **Article VIII Incorporator**

The name and address of the person signing these Articles is:

Name	Address
Richard Moyroud	7667 Park Lane, Lake Worth Florida, 33467

#### **Article IX Powers**

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.

#### **Article X Meetings by Conference Telephone**

Members of the Board of Directors may participate in meetings of the Board of Directors by means of conference telephone as provided by law.

#### **Article XI Action by Directors without a Meeting**

The directors of this corporation may take action by written consent, as provided by law.

**Article XII**  
**Indemnification**

This corporation shall, to the fullest extent permitted by the provisions of the Florida General Corporation Act, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said provisions from and against any and all of the expenses, liabilities or other matters referred to in or covered by said provisions. The indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaws, agreement, vote of shareholders or disinterested directors or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office. Such indemnification shall continue as to a person who has ceased to be a director or officer, and shall inure to the benefit of the heirs and personal representatives of such person.

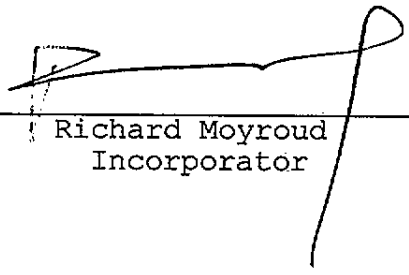
**Article XIII**  
**Amendment**

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholder(s) is subject to this reservation.

**Article XIV**  
**Bylaws**

The bylaws may be adopted, altered, amended or repealed by either the shareholders or the Board of Directors, but the Board of Directors may not amend or repeal any bylaw adopted by shareholders if the shareholders specifically provide such bylaw is not subject to amendment or repeal by the directors.

**IN WITNESS WHEREOF**, the undersigned incorporator has executed these Articles of Incorporation this 29th day of Oct, 1999

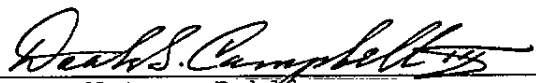
  
\_\_\_\_\_  
Richard Moyroud  
Incorporator

STATE OF FLORIDA  
COUNTY OF PALM BEACH

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared Richard Moyroud, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 27th day of Oct, 1999

(SEAL)

  
\_\_\_\_\_  
Notary Public  
My Commission Expires:



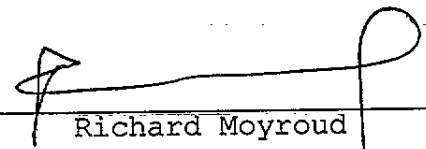
Doak S. Campbell, III  
MY COMMISSION # CC655375 EXPIRES  
June 12, 2001  
BONDED THRU TROY FAIR INSURANCE, INC.

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

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE  
FOLLOWING IS SUBMITTED

FIRST--THAT BELIZE NATURE TOURS, INC., DESIRING TO ORGANIZE  
UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF  
BUSINESS IN THE CITY OF **LAKE WORTH**, STATE OF FLORIDA, NAMED RICHARD  
MOYROUD OF BELIZE NATURE TOURS INC. ITS AGENT TO ACCEPT SERVICE OF  
PROCESS WITHIN FLORIDA.

SIGNATURE

  
Richard Moyroud

TITLE

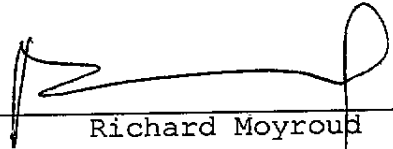
INCORPORATOR

DATE

29 October 1999

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED  
CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY  
AGREE TO ACT IN THIS CAPACITY AND I FURTHER AGREE TO COMPLY WITH  
PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE  
PERFORMANCE OF MY DUTIES.

SIGNATURE

  
Richard Moyroud

DATE

29 October 1999

SECRETARY OF STATE  
ALL AMASSET FLORIDA  
99 NOV - 1 AM 9:55

FILED