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Requester's Name

11-30-1999

Please file the attached  
corp + send me a  
certified copy for my  
file - Thanks -

Jim Studeman

600003058716--0

-12/02/99--01042--014

\*\*\*\*\*18.75 \*\*\*\*\*18.75

Office Use Only

T NUMBER(S), (if known):

1. 1516 Cuthill Way  
Casselberry, FL 32707  
Phone (407) 830-6411

(Document #)

2. (Corporation Name)

(Document #)

3. (Corporation Name)

(Document #)

4. (Corporation Name)

(Document #)

☐ Walk in

☐ Pick up time

☐ Certified Copy

☐ Mail out

☐ Will wait

☐ Photocopy

☐ Certificate of Status

**NEW FILINGS**

☐ Profit

☐ Not for Profit

☐ Limited Liability

☐ Domestication

☐ Other

**AMENDMENTS**

☐ Amendment

☐ Resignation of R.A., Officer/Director

☐ Change of Registered Agent

☐ Dissolution/Withdrawal

☐ Merger

**OTHER FILINGS**

☐ Annual Report

☐ Fictitious Name

**REGISTRATION/QUALIFICATION**

☐ Foreign

☐ Limited Partnership

☐ Reinstatement

☐ Trademark

☐ Other

T. Burch DEC 7 1999

Examiner's Initials

CR2E031(7/97)

FILED  
99 DEC -2 AM 8:46  
STATE OF FLORIDA  
TALLAHASSEE

**ARTICLES OF INCORPORATION  
OF  
MORNINGSTAR TOURS & TRAVEL, INC.**

FILED  
99 DEC -2 AM 8:46  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

I, THE UNDERSIGNED, being of legal age and a natural person, do hereby subscribe to, acknowledge and file the following Articles of Incorporation for the purpose of creating a corporation under the laws of the State of Florida.

**ARTICLE I**

The name of the corporation shall be **Morningstar Tours & Travel, Inc.**, the initial address of this corporation shall be 1516 Cuthill Way, Casselberry, Florida (FL) 32707 .

**ARTICLE II**

This corporation may engage in any activity of of business permitted under the laws of the State of Florida.

**ARTICLE III**

The capital stock authorized, the par value thereof, and the characteristics of such stock shall be a follows:

Number of shares authorized	Par Value per share	Class of stock
1,000,000	\$ .001	Common

The consideration for all of the said stock shall be payable in cash at a just valuation to be fixed by the Board of Directors of the Corporation.

**ARTICLE IV**

This corporation shall commence its existence immediately upon the filing of these Articles of Incorporation and shall exist perpetually thereafter unless sooner dissolved according to law.

**ARTICLE V**

The initial registered office of this corporation shall be at 1516 Cuthill Way, Casselberry, Florida (FL) 32707, with the priviledge of having its offices and branch offices at other places within or without the State of Florida. The initial registered agent at the address shall be James M. Studeman.

**ARTICLE VI**

This corporation shall have at least two directors, with the exact number to be specified by the stockholders from time to time unless the stockholders shall, by a majority vote thereafter, determine that the corporation be managed by the stockholders.

**ARTICLE VII**

The name and the address of the first directors of the corporation, who shall hold office for the first year or until their successors are duly elected and qualified shall be:

<u>Name</u>	<u>Address</u>
James M. Studeman	1516 Cuthill Way Casselberry, FL 32707
Nancy M. Studeman	1516 Cuthill Way Casselberry, FL 32707
Leslie Stiles	1516 Cuthill Way Casselberry, FL 32707

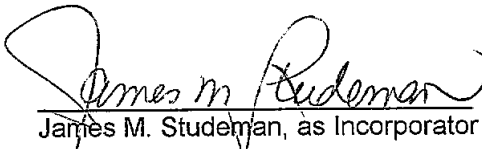
### ARTICLE VIII

The name and address of the Incorporator is James M. Studeman, 1516 Cuthill Way, Casselberry, Florida (FL) 32707.

### ARTICLE IX

This corporation shall indemnify and insure its officers and directors to the fullest extent permitted by law either now or hereafter. Without limiting the foregoing, the Company shall indemnify and hold harmless its officers and directors against all losses, liabilities, claims, damages, costs and expenses (including attorney's fees and fees on appeal) actually and reasonably incurred by them in the defense of any action, suite or proceeding in which they are made a party (or are threatened to be made a party) by reason of their being an officer or director, except those claims and liabilities which arise out of gross misconduct or gross negligence, and the officers and directors of the Company shall not have any liability to the Company for any loss suffered by the Company out of any action or inaction of such officers and directors, if done in good faith and in a manner reasonably believed to be in the best interest of the Company.

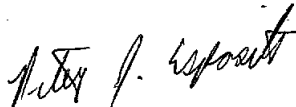
IN WITNESS WHEREOF, I the undersigned, being the Incorporator hereinbefore named, for the purpose of forming a corporation to do business both within and without the State of Florida, under the laws of Florida, make and file these Articles of Incorporation, hereby declaring and certifying that the facts herein are true, and hereunto set my hand and seal this 30th day of November, 1999.

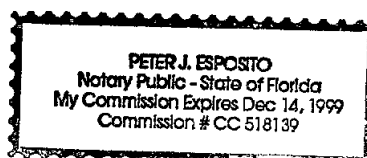
  
James M. Studeman, as Incorporator

STATE OF FLORIDA     )  
                                  )SS:  
COUNTY OF SEMINOLE )

BEFORE ME, the undersigned authority, personally appeared James M. Studeman, to me known to be the person described in and who executed the foregoing Articles of Incorporation, who, after being duly sworn under oath, acknowledged before me that he executed the same for the purpose therein expressed

WITNESS my hand and official seal in the State and County aforesaid, this 30th day of November, 1999.





## Registered Agent Form

I, James M. Studeman, whose address is 1516 Cuthill Way, Casselberry, (FL) Florida 32707, hereby accept the duties and responsibilities of Registered Morningstar Tours & Travel, Inc., a Florida corporation.

30 November 1999

  
James M. Studeman

STATE OF FLORIDA     )  
                                  )SS:  
COUNTY OF SEMINOLE )

BEFORE ME, the undersigned authority, personally appeared James M. Studeman, to me known to be the person described in and who executed the foregoing Registered Agent Form, who, after being duly sworn under oath, acknowledged before me that he executed the same for the purpose therein expressed.

WITNESS my hand and official seal in the State and County aforesaid, this 30th day of November, 1999.

*Peter J. Esposito*



FILED  
99 DEC -2 AM 8:46  
TALLAHASSEE, FLORIDA