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TRANSMITTAL LETTER

99 DEC 10 PM 1:28

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

SUBJECT: APOGEE TRAVEL INC
(Proposed corporate name - must include suffix)

300003066593--6
-12/10/99--01049--012
*****78.75 *****78.75

Enclosed is an original and one (1) copy of the articles of incorporation and a check for:

\$70.00
Filing Fee

\$78.75
Filing Fee
& Certificate

\$122.50
Filing Fee
& Certified Copy

\$131.25
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: LARS HERNE
Name (Printed of typed)

101 SUNRISE DRIVE
Address

KEY BISCAYNE, FL 33149
City, State & Zip

305-365-6057
Daytime Telephone number

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

PH 12/14/99 ✓
107

FILED

ARTICLES OF INCORPORATION

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. The name of the corporation shall be: APOGEE TRAVEL INC
2. The principal place of business and mailing address of the corporation is: 101 SUNRISE DRIVE #10 KEY BISCAYNE, FL 33149
3. The corporation shall have the authority to issue 4,000,000 shares of stock.
4. The registered agent of the corporation is LARS HERNE and the registered street address is 101 SUNRISE DRIVE #10 KEY BISCAYNE Florida 33149.
5. The initial Board of Directors shall have 1 member(s) whose name(s) and address(es) is/are as follows: LARS HERNE 101 SUNRISE DR #10 KEY BISCAYNE, FL 33149

The number of directors may be raised or lowered by amendment of the bylaws of the corporation but shall in no case be less than one.

6. The incorporator of this corporation is LARS HERNE whose street address is 101 SUNRISE DRIVE #10 KEY BISCAYNE, FL 33149

Dated DECEMBER 5, 1999

Lars Herne
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 am familiar with and accept the obligations of my position as registered agent.

Dated DECEMBER 5, 1999

Lars Herne
Registered Agent