



*Law Firm of*  
**Edward R. Gay, P.A.**

1516 EAST CONCORD STREET - ORLANDO, FLORIDA 32803-5459 - (407) 898-1871 - FAX (407) 897-7042

P99000109809

December 13, 1999

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

600003073776--5  
-12/17/99-01057-008  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Re: Yes! Tour & Transportation, Inc.

Dear Sir or Madam:

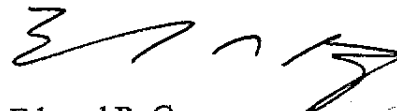
Enclosed please find a check in the amount of \$78.75 to cover the filing costs as follows:

- |                                  |         |
|----------------------------------|---------|
| 1. Filing Fee/Registered Agent   | \$70.00 |
| 2. Certified Copy of the Charter | \$ 8.75 |

I am enclosing an original and copy of the Articles of Incorporation and Registered Agent certificate. Please return a certified copy of the Articles to the address above, along with the receipt for the costs as stated above.

Thank you for your prompt attention and cooperation.

Sincerely,

  
Edward R. Gay

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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FILED

ERG/peg  
Enclosures

g/12/21

**YES! TOUR & TRANSPORTATION, INC.**

**ARTICLES OF INCORPORATION**

**FILED**  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FIRST: The name of the Corporation is Yes! Tour & Transportation, Inc.

SECOND: The general nature of the business to be transacted is to do all things mentioned herein, to wit:

**TOUR AND TRANSPORTATION SERVICES**

To acquire by purchase, subscription, or otherwise, and to hold either as an investment or otherwise any bonds or evidence of indebtedness or other securities, or shares of capital stock created or issued by any other corporation, associations, or associations of the State of Florida, or any other State, Territory, or Country.

To purchase, hold, sell, assign, transfer, mortgage, pledge, or otherwise dispose of and to deal in any bonds or evidence of indebtedness or other securities, created or issued by any other corporation or corporations, association or associations of the State of Florida, or of any other State, Territory, or Country, and while the owner of such stock, to exercise all the rights, powers, and privileges of ownership, including the right to vote thereon.

To aid in any manner any corporation or corporations, association or associations, of which any bonds or evidence of indebtedness or other securities or shares of stock are held by the Corporation, and to do any acts or things necessary, expedient or calculated to protect, preserve, improve, or enhance the value of any such bonds, or other securities, or other evidence of indebtedness or shares of stock.

To take, acquire, purchase, own, hold, rent, lease, mortgage, sell, exchange, improve, cultivate, develop, and otherwise to deal in and dispose of all property, real or personal, of every description

that may be necessary to transaction of its business, or incident to, or capable of being used in connection with the aforesaid business or any of them.

To buy, sell, trade, exchange, or otherwise deal in any and all kinds of manufactured articles, new materials, and any other goods whatsoever, including trucking, warehousing, and storage, as well as engage in any products.

To buy, sell, and lease lands and interest in lands, including improvements and development of all types.

To borrow money and contract debts which may be necessary for the transaction of business and for the exercise of its corporate rights, privileges, or for any other lawful purpose of the Corporation. To issue: bonds, promissory notes, bills of exchange, debentures, or other obligations and evidence of indebtedness payable at a specific time or times or upon the happening of a specific event secured by mortgage, pledge, or otherwise.

To enter into, make, and perform contracts of every kind and for any lawful purpose, without limit as to amount, with any person, firm, association, or corporation, town, city, county, State, territory, or government, and to carry on its operations, within the State of Florida or elsewhere, without restrictions as to place and amount.

THIRD: The maximum number of shares of stock the Corporation is authorized to have outstanding at any time shall be ONE HUNDRED (100) shares without par value.

FOURTH: The amount of capital with which the Corporation shall begin business is FIVE HUNDRED DOLLARS (\$500.00).

FIFTH: The Corporation shall have perpetual existence.

SIXTH: The post office address of the registered principal office of the Corporation is: 4775

Cason Cove Drive, Apt. 1003, Orlando, Florida 32811.

SEVENTH: The number of directors shall be a minimum of one (1) and a maximum of (6).

The number may be increased by the by-laws adopted by the shareholder(s) at any time and amended from time to time.

EIGHTH: The names and post office addresses of the First Board of Directors are:

<u>NAME:</u>	<u>ADDRESS:</u>
Rayyan Yacob-Agha	4775 Cason Cove Drive Apt. 1003 Orlando, Florida 32811
Ahmed Alaoum	2428 Lake Vista Court Casselberry, Florida 32707
Farideh Gandikal	7214 Burnway Drive Orlando, Florida 32819

NINTH: The names and post office addresses of the Officers are:

<u>NAME:</u>	<u>TITLE:</u>	<u>ADDRESS:</u>
Rayyan Yacob-Agha	President	4775 Cason Cove Drive Apt. 1003 Orlando, Florida 32811
Ahmed Alaoum	Vice President	2428 Lake Vista Court Casselberry, Florida 32707
Farideh Gandikal	Secretary/Treasurer	7214 Burnway Drive Orlando, Florida 32819

TENTH: The names and post office addresses of each of the initial shareholders and Incorporators to the Articles of Incorporation and the number of shares of stock which shall be initially distributed are as follows:

<u>NAME:</u>	<u>ADDRESS:</u>	<u># SHARES</u>
Rayyan Yacob-Agha	4775 Cason Cove Drive Apt. 1003 Orlando, Florida 32811	20
Ahmed Alaoum	2428 Lake Vista Court Casselberry, Florida 32707	20
Farideh Gandikal	7214 Burnway Drive Orlando, Florida 32819	20

The Corporation holds FORTY (40) shares as treasury stock.

ELEVENTH: The name of the Registered Resident Agent empowered to receive service of process and corporate notices of any nature shall be: Rayyan Yacob-Agha, 4775 Cason Cove Drive, Apt. 1003, Orlando, Florida 32811.

TWELFTH: That upon the death of any of the shareholders of this Corporation, the Corporation shall have the right to purchase all of the rights and interest in the shares of stock of this Corporation that the deceased has. That right will be exercised by serving written notice of such exercise upon the personal representative of the estate of the deceased shareholder, or upon the surviving spouse, if any, within thirty (30) days of the order of probate qualifying said shareholder's personal representative, or upon the surviving spouse within sixty (60) days of the date of death in the event a personal representative of the estate has not been established by the probate court within sixty (60) days of the date of death. The value of the stock shall be determined by an appraisal.

The Corporation shall have a right to purchase any shares of stock in the event that shareholder desires to dispose of his stock. No shareholder shall encumber or dispose of any part of the stock in this corporation, now owned or hereafter acquired by him, without the written consent of all of the stockholders. In the absence of written consent of all of the stockholders, a shareholder

who desires to encumber or dispose of any part of the stock shall give written notice by certified mail stating his intentions to make such encumbrance or disposition to all other stockholders. Within thirty (30) days after receipt of said notice a meeting shall be called by the Corporation at its principal place of business.

The notice of said meeting shall be given to each stockholder not less than ten (10) days prior to the said meeting and specify the time and date. At the meeting, any stock that is desired to be encumbered or disposed of shall be offered for sale and shall be subject to an option to purchase by the Corporation which, if exercised, will be exercised at that meeting. The price will be payable as follows: initial payment of ten percent (10%) within thirty (30) days after the option is exercised with the remaining balance payable as follows: monthly payments which will be amortized over twenty (20) years with interest accruing at prime plus two percent (2%, with annual adjustments for the interest rate (annual adjustment on the anniversary date of the exercise of this option) with a balloon payment within five (5) years of the exercise date. There will be no prepayment penalty. Further, the corporation has a right to accelerate the payment schedule to the shareholder who has relinquished his ownership through this provision. The definition of encumbrances shall include any judgment rendered against a shareholder individually. The value of these shares of stock to be determined by an appraisal.

**THIRTEENTH:** The parties to this Agreement recognize that there are various items of information which are special unique assets that need to be protected from any improper disclosure. This information includes, but is not limited to, prices, costs, discounts, future plans, business affairs, technical matters, customer lists, and method of operation. The parties herein and any additional shareholder hereafter agrees for a period of one (1) year following their no longer having

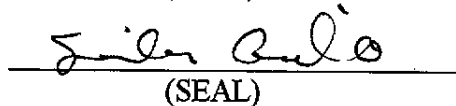
an interest in the corporation, they will not directly or indirectly engage in any business competitive with this corporation. This shall apply to a six county area: Brevard, Lake, Orange, Osceola, Seminole and Volusia. Directly or indirectly engaging in any competitive business includes:

(1) engaging in the business as owner, partner, or agent, (2) becoming an employee of any third party that is engaged in such business, (3) becoming interested directly or indirectly in any such business, or (4) soliciting any customer of employer for the benefit of a third party that is engaged in such business. The parties herein agree that this provision will not adversely affect their livelihood.

For the purposes stated herein, we, the undersigned, have set our hands and affixed our seals this 15 day of December, 1999.

  
(SEAL)

  
(SEAL)

  
(SEAL)

STATE OF FLORIDA:  
COUNTY OF ORANGE:

I HEREBY CERTIFY that on this day, personally appeared before me, an officer duly authorized to administer oaths and take acknowledgments, Rayyan Yacob-Agha, who produced a Florida Driver's License as identification, who did take an oath, and he acknowledged before me that he subscribed to the above and foregoing Articles of Incorporation freely and voluntarily for the purposes therein expressed.

SWORN AND SUBSCRIBED BEFORE ME this 15th day of December, 1999.

SEAL

Margaret K. Potter  
NOTARY PUBLIC



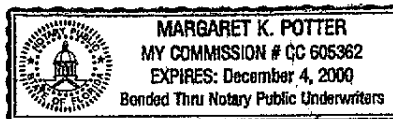
MY COMMISSION EXPIRES:

STATE OF FLORIDA:  
COUNTY OF ORANGE:

I HEREBY CERTIFY that on this day, personally appeared before me, an officer duly authorized to administer oaths and take acknowledgments, Ahmed Alaoum, who produced a Florida Driver's License as identification, who did take an oath, and he acknowledged before me that he subscribed to the above and foregoing Articles of Incorporation freely and voluntarily for the purposes therein expressed.

SWORN AND SUBSCRIBED BEFORE ME this 15th day of December, 1999.

Margaret K. Potter  
NOTARY PUBLIC



MY COMMISSION EXPIRES:



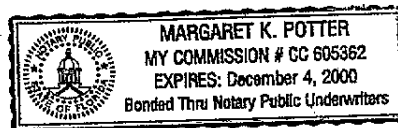
STATE OF FLORIDA:  
COUNTY OF ORANGE:

I HEREBY CERTIFY that on this day, personally appeared before me, an officer duly authorized to administer oaths and take acknowledgments, Farideh Gandikal, who produced a Florida Driver's License as identification, who did take an oath, and he acknowledged before me that he subscribed to the above and foregoing Articles of Incorporation freely and voluntarily for the purposes therein expressed.

SWORN AND SUBSCRIBED BEFORE ME this 1<sup>st</sup> day of December, 1999.

Margaret K. Potter  
NOTARY PUBLIC

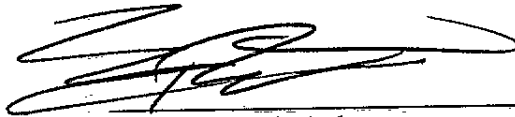
MY COMMISSION EXPIRES:



**CERTIFICATE DESIGNATING REGISTERED AGENT OR REGISTERED  
OFFICE SERVICE OF PROCESS WITHIN THE STATE OF FLORIDA**

In compliance with Chapter 607.037, Florida Statutes, the following is submitted:

First: That **Yes! Tour & Transportation, Inc.**, with its principal place of business at **4775 Cason Cove Drive, Apt. 1003, Orlando, Florida 32811** has named **Rayyan Yacob-Agha** as Registered Agent, whose street address is **4775 Cason Cove Drive, Apt. 1003, Orlando, Florida 32811**.



Rayyan Yacob-Agha  
Registered Agent

DATE: 12/15/99

**FILED**  
99 DEC 17 AM 10:59  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA