

2370186

ARTICLES OF INCORPORATION
OF
INVINCIBLE TOURS, INC.

FILED *ST*
In the office of the Secretary of State
of the State of California

DEC 24 2001

Bill Jones
BILL JONES, Secretary of State

I

The name of this corporation is: Invincible Tours, Inc.

II

The purpose of this corporation is to engage in any lawful act or activity for which a corporation may be organized under the General Corporation Law of California other than the banking business, the trust company business or the practice of a profession permitted to be incorporated by the California Corporations Code.

III

The name and address in the State of California of this corporation's initial agent for service of process is:

Barry Siegel
10345 West Olympic Blvd.
Los Angeles, CA 90064

IV

This Corporation is authorized to issue one class of shares of stock; and the total number of shares which this corporation is authorized to issue is Ten Thousand (10,000).

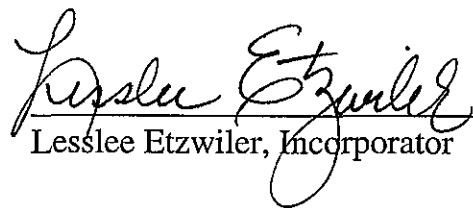
V

The liability of the directors of this corporation for monetary damages shall be eliminated to the fullest extent permissible under California Law.

VI

This corporation is authorized to provide indemnification of agents (as defined in Section 317 of the Corporations Code) for breach of duty to the corporation and its stockholders through bylaw provisions or through agreements with the agents, or both, in excess of the indemnification otherwise permitted by Section 317 of the Corporations Code, subject to the limits on such excess indemnification set forth in Section 204 of the Corporations Code.

Dated: December 21, 2001


Lesslee Etwiler, Incorporator