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CORPORATION NAME (S) AND DOCUMENT NUMBER (S) if known:

800 Travel Acquisition Sub Inc.

- Confirmation*
- Photocopy
- Certified Copy

- CERTIFICATE OF STATUS
- CERTIFICATE OF GOOD STANDING
- ARTICLES ONLY
- ALL CHARTER DOCS TO INCLUDE ARTS & AMENDS
- CERTIFICATE OF FICTITIOUS NAME
- FICTITIOUS NAME SEARCH
- CORP SEARCH

FILED
 JUL 14 PM 1:17
 TALLAHASSEE, FLORIDA

RECEIVED
 00 JUL 14 PM 1:17
 DEPARTMENT OF STATE
 DIVISION OF CORPORATIONS
 TALLAHASSEE, FLORIDA

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of RA Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

SMITH JUL 14 2000

**ARTICLES OF INCORPORATION
800 TRAVEL ACQUISITION SUB, INC.**

The undersigned, acting as incorporator of a Florida corporation under the Florida Business Corporation Act, Chapter 607 of the Florida Statutes, hereby adopts the following Articles of Incorporation for such Corporation:

ARTICLE I
NAME

The name of the Corporation is **800 TRAVEL ACQUISITION SUB, INC.**

ARTICLE II
PRINCIPAL OFFICE AND MAILING ADDRESS

The address of the Corporation's principal office and mailing address is 2802 Gunn Highway, Tampa, Florida 33624.

ARTICLE III
PURPOSE

The Corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under the laws of Florida.

ARTICLE IV
CAPITAL STOCK

The Corporation is authorized to issue 10,000 shares of common stock, \$.001 par value per share.

ARTICLE V
INITIAL REGISTERED AGENT AND OFFICE

The name of the initial registered agent of the Corporation and the street address of the initial registered office of the Corporation are as follows:

<u>Name</u>	<u>Address</u>
Darrell C. Smith	101 East Kennedy Boulevard Suite 2800 Tampa, Florida 33602

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TALLAHASSEE, FLORIDA

ARTICLE VI
INITIAL BOARD OF DIRECTORS

The Corporation shall initially have three (3) directors to hold office until the first annual meeting of shareholders and until their successors have been elected and qualified, or until their earlier resignation, removal from office or death. The number of directors may be either increased or decreased from time to time in accordance with the Bylaws of the Corporation. The names and addresses of the initial directors of the Corporation are:

<u>Name</u>	<u>Address</u>
Peter Sontag	4802 Gunn Highway Tampa, Florida 33624
Robert Morgan	4802 Gunn Highway Tampa, Florida 33624
Constance Norris	4802 Gunn Highway Tampa, Florida 33624

ARTICLE VII
INCORPORATOR

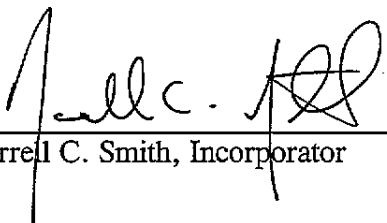
The name and address of the person signing these Articles as Incorporator are:

<u>Name</u>	<u>Address</u>
Darrell C. Smith	101 East Kennedy Boulevard Suite 2800 Tampa, Florida 33602

ARTICLE VIII
INDEMNIFICATION

The Corporation shall indemnify any person who is or was a Director, Officer, employee, or agent of the Corporation or was serving at the request of the Corporation as a Director, Officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, to the fullest extent permitted by law.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 13th day of July, 2000.



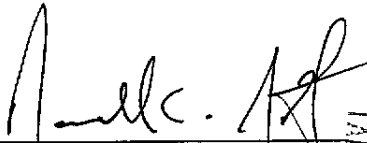
Darrell C. Smith, Incorporator

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is 800 Travel Acquisition Sub, Inc.
2. The name and address of the registered agent and office are:

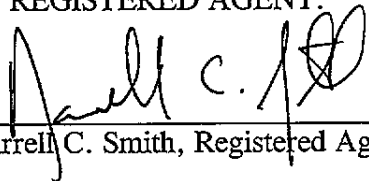
Darrell C. Smith
101 East Kennedy Boulevard
Suite 2800
Tampa, Florida 33602

SIGNATURE: 
TITLE: Darrell C. Smith, Incorporator

DATE: July 13, 2000

SECRETARY OF STATE
TALLAHASSEE, FLORIDA
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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 I AM FAMILIAR WITH AND ACCEPT THE OBLIGATION OF MY POSITION AS REGISTERED AGENT.

SIGNATURE: 
Darrell C. Smith, Registered Agent

DATE: July 13, 2000