

PO0000100868



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 876967 81444A

AUTHORIZATION :

COST LIMIT : \$ PREPAID

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 OCT 26 PM 1:43

ORDER DATE : October 26, 2000

ORDER TIME : 10:47 AM

ORDER NO. : 876967-005

CUSTOMER NO: 81444A

CUSTOMER: Rosanne P. Perrine, Esq
Patterson Bond & Latshaw, P.a.

Suite A
3010 S. Third Street
Jacksonville, FL 32250

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-10/26/00--01059--003

*****78.75 *****78.75

DOMESTIC FILING

NAME: TRAVELNET, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
____ CERTIFICATE OF LIMITED PARTNERSHIP
____ ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
____ PLAIN STAMPED COPY
____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Sandra Mathis - EXT. 1165

EXAMINER'S INITIALS:

RECEIVED
00 OCT 26 PM 12:04
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA
10/26/00

EFFECTIVE DATE
10/25/00
**ARTICLES OF INCORPORATION
OF
TRAVELNET, INC.**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 OCT 26 PM 1:43

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE I Corporate Name

The name of the corporation is **TRAVELNET, INC.**

ARTICLE II Corporate Existence

The corporation shall exist in perpetuity commencing as of the execution of these Articles.

ARTICLE III Corporate Purpose

The corporation is organized for the purpose of selling travel tickets and services and for any and all lawful business allowed under the State of Florida or the United States of America.

ARTICLE IV Authorized Stock

The corporation is authorized to issue 10,000 shares of common stock, par value \$1.00 each.

ARTICLE V Initial Registered Office and Agent

The street address of the initial registered officer of the corporation is 3010 South Third Street, Jacksonville Beach, Florida 32250, with a mailing address of the same, and the name of the initial registered agent at that address of this corporation is Rosanne P. Perrine, Esquire.

ARTICLE VI Principal Place of Business

The principal place of business of this corporation shall be: 6000B Sawgrass Village Circle, Ponte Vedra Beach, Florida 32082., and the mailing address shall be the same.

ARTICLE VII Initial Board of Directors

This corporation shall have one (1) director initially. The number of directors may be either increased or decreased from time to time by the Bylaws, but shall never be less than one. The name and address of the initial director of this corporation is:

Amber Powers

6000B Sawgrass Village Drive
Ponte Vedra Beach, FL 32082

ARTICLE VIII Incorporator

The name and address of the person signing these Articles is Rosanne P. Perrine, 3010 South Third Street, Jacksonville Beach, Florida 32250.

ARTICLE IX Power to Amend

The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors and the shareholders.

ARTICLE X Corporate Reservations

The corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

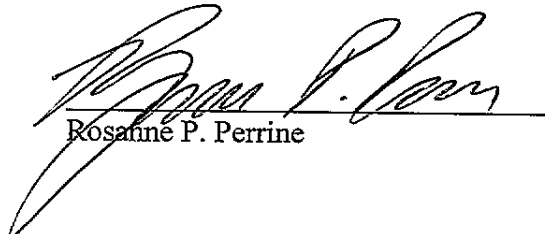
ARTICLE XI Preemptive rights

Each shareholder of this corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in this corporation that may from time to time be issued (whether or not presently authorized), including shares from the treasury of this corporation, in the ratio that the number of shares he holds at the time issue bears to the total number of shares by any shareholder who does not exercise it and pay for the shares preempted within thirty (30) days of receipt of a notice in writing from the corporation, stating the price, terms and conditions of the issue of the shares inviting it to exercise its preemptive rights. This right may also be waived by affirmative written waiver submitted by the shareholder to the corporation within thirty (30) days of receipt of notice from the corporation.

ARTICLE XII Indemnification

Directors and officers of this Corporation shall be indemnified to the fullest extent permitted by law.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 25th day of October, 2000.



Rosanne P. Perrine

ACCEPTANCE OF REGISTERED AGENT

HAVING BEEN NAMED to accept service of process for TRAVELNET, INC. at the place designated in the Articles of Incorporation, I HEREBY AGREE TO ACT in this capacity and agree to comply with the provisions of all statutes relating to the property in complete performance of my duties.

DATED this 25th day of October, 2000.



Rosanne P. Perrine

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