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FLORIDA PROFIT CORPORATION OR P.A.

AAA of the Caribbean, Inc.

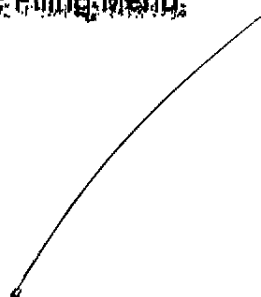
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10/22/03

ARTICLES OF INCORPORATION
OF
AAA OF THE CARIBBEAN, INC.

SECTION 607.01, STATE
FALL MISSISSIPPI, FLORIDA

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ARTICLE I.
NAME

The name of the corporation is AAA of the Caribbean, Inc. (the "Corporation").

ARTICLE II
COMMENCEMENT OF CORPORATE EXISTENCE

The existence of the Corporation shall commence immediately upon the filing of these Articles of Incorporation and shall be perpetual.

ARTICLE III
PURPOSE

The purposes of this Corporation shall be to conduct an organization composed in whole or in part of persons owning motor vehicles or in whole or in part of persons known generally as the traveling public; to aid in securing the enactment of rational legislation and the formulation of proper rules and regulations governing the use of motor vehicles and other means of travel and the proper administration and observance of the same; to promote understanding among people in the United States and abroad and to that end to promote and arrange for travel of all kinds by land, sea and air; to protect owners and users of motor vehicles and other means of travel and the traveling public in general against unjust and unreasonable legislation and to maintain their lawful rights and privileges; to promote and encourage in all ways the construction and maintenance of good roads, the improvement of existing highways, the erection of legible warning and direction signs, the issuing of tour information, maps, and similar documents and information (in any and all media), and in all ways to encourage, develop and provide safe and convenient travel conditions, services and facilities, including highways, airways, seaways, and any other means of travel; to sponsor, encourage and promote safety education in schools and to furnish such materials and supplies as may be useful in connection therewith; to advance in every way the best interests of owners and users of motor vehicles and the traveling public in general; to inform and educate the traveling public and all motorists in the principles of traffic and travel safety and in other matters concerning travel and motorists in general; to encourage both domestic and international travel by members and by the general public, to make travel arrangements for such travel services, and to generally operate as a travel agency; to do any and all things useful and convenient to reduce the cost of travel by automobile or otherwise, and to operate an all inclusive travel service; to provide a full array of financial and insurance services; and to carry out and accomplish all or any part of the objects and purposes herein set forth in any lawful manner, either as principal or agent, directly or indirectly, through the use of agents and/or subsidiaries and affiliated companies.

The enumeration of the special purposes and powers herein set forth shall not be considered as a limitation upon the purposes and powers of this Corporation, but in addition thereto the Corporation shall have all the purposes and powers authorized by and usually granted to corporations organized under the laws of the State of Florida.

**ARTICLE IV
AUTHORIZED SHARES**

The aggregate number of shares which the Corporation shall have authority to issue is 1,000 shares of capital stock all of which shall be designated "Common Stock" and have a par value of \$.01 per share.

**ARTICLE V
INITIAL REGISTERED OFFICE AND AGENT**

The street and mailing address of the initial registered agent of the Corporation is 1515 N. Westshore Boulevard, Tampa, Florida 33603, and the name of the Corporation's registered agent at that address is Thomas E. O'Brien.

**ARTICLE VI
INCORPORATOR**

The name and street address of the incorporator of the Corporation are:

<u>Name</u>	<u>Street Address</u>
AAA Auto Club South, Inc.	1515 N. Westshore Boulevard Tampa, Florida 33607

**ARTICLE VII
BYLAWS**

In furtherance of and not in limitation of the powers conferred by the laws of the State of Florida, the power to make, adopt, alter, amend, or repeal Bylaws of the Corporation shall be vested in the Board of Directors and the shareholders, except that the Board of Directors may not amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that the bylaw is not subject to amendment or repeal by the directors.

**ARTICLE VIII
BOARD OF DIRECTORS**

The business and affairs of the Corporation shall be managed by or under the direction of the Board of Directors. The number of directors of the Corporation shall be such as from time to time shall be fixed in the manner provided in the Bylaws of the Corporation. Elections of

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directors need not be by written ballot unless otherwise provided in the Bylaws of the Corporation.

ARTICLE IX
INDEMNIFICATION

(A) To the fullest extent permitted by the Florida Business Corporation Act, as the same exists or as may hereafter be amended, a director of the Corporation shall not be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director.

(B) The Corporation shall indemnify to the fullest extent permitted by law any person made or threatened to be made a party to an action or proceeding, whether criminal, civil, administrative or investigative, by reason of the fact that he, his testator or intestate is or was a director or officer of the Corporation or any predecessor of the Corporation, or serves or served at any other enterprise as a director or officer at the request of the Corporation or any predecessor to the Corporation.

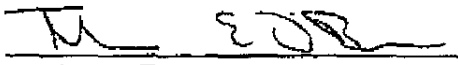
(C) Neither any amendment nor repeal of this Article IX, nor the adoption of any provision of the Corporation's Articles of Incorporation inconsistent with this Article IX, shall eliminate or reduce the effect of this Article IX in respect of any matter occurring, or any action or proceeding accruing or arising or that, but for this Article IX, would accrue or arise, prior to such amendment, repeal or adoption of an inconsistent provision.

ARTICLE X
AMENDMENTS

Accept as otherwise provided in Article IX, the Corporation reserves the right to amend, alter, change or repeal any provision in these Articles of Incorporation in the manner prescribed by law, and all rights conferred on shareholders are subject to this reservation. These Articles of Incorporation may be amended prior to the issuance of shares of the Corporation by the unanimous approval or consent of the Board of Directors. Thereafter, every amendment shall be effected in such manner as may be provided by law.


IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 21st day of October, 2003.

AAA AUTO CLUB SOUTH, INC., Incorporator

By: 
Name: Thomas E. O'Brien
Title: President and CEO

ACCEPTANCE BY REGISTERED AGENT

Having been named as registered agent to accept service of process for the above stated Corporation at the place designated in this Certificate, I am familiar with and accept the obligations and responsibilities of such office, accept appointment as registered agent and agree to act in such capacity.


Thomas E. O'Brien