

P9600005082

7/02/96

FLORIDA DIVISION OF CORPORATIONS
PUBLIC ACCESS SYSTEM
ELECTRONIC FILING CONFIRMATION

12:24

YOU HAVE REQUESTED TO SUBMIT THE FOLLOWING DOCUMENT:

TYPE: EFIL01
CORPORATE NAME: GLOBAL TRAVEL AUDITORS, INC.

SUB-ACCOUNT NUMBER:
METHOD OF DELIVERY: F
FAX PHONE NUMBER: (305) 374-8648
MAILING NAME/ADDRESS: BAILEY & JONES
501 BRICKELL KEY DR
COURVOISIER CENTRE SUITE 300
MIAMI FL 33131- US

CERTIFICATE(S) REQUESTED: NO
ESTIMATED CHARGES: \$122.50

IF THE ABOVE INFORMATION IS CORRECT, AND YOU WOULD LIKE TO HAVE THE ACCOUNT CHARGED, PLEASE ENTER YOUR PASSWORD. TO ABANDON THIS PROCESS, ENTER 'N'.

7/02/96

FLORIDA DIVISION OF CORPORATIONS
PUBLIC ACCESS SYSTEM

12:24

((H96000009180)) ELECTRONIC FILING COVER SHEET
TO: DIVISION OF CORPORATIONS FROM: BAILEY & JONES
DEPARTMENT OF STATE 501 BRICKELL KEY DR
STATE OF FLORIDA COURVOISIER CENTRE SUITE 300
409 EAST GAINES STREET MIAMI FL 33131-
TALLAHASSEE, FL 32399 CONTACT: CHARISSE DELGADO
FAX: (904) 922-4000 PHONE: (305) 374-5505
FAX: (305) 374-8648

((H96000009180)) DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.
NAME: GLOBAL TRAVEL AUDITORS, INC.
FAX AUDIT NUMBER: H96000009180 CURRENT STATUS: REQUESTED
DATE REQUESTED: 07/02/1996 TIME REQUESTED: 12:24:30
CERTIFIED COPIES: 1 CERTIFICATE OF STATUS: 0
NUMBER OF PAGES: 5 METHOD OF DELIVERY: FAX
ESTIMATED CHARGE: \$122.50 ACCOUNT NUMBER: 075410000136

Note: Please print this page and use it as a cover sheet when submitting documents to the Division of Corporations. Your document cannot be processed without the information contained on this page. Remember to type the Fax Au number on the top and bottom of all pages of the document.

((H96000009180))
** ENTER 'M' FOR MENU. **

FLORIDA DIVISION OF CORPORATIONS

96 JUL -2 PM 1:03

Handwritten signature/initials

BAILEY & JONES
A PROFESSIONAL ASSOCIATION, ATTORNEYS AT LAW
COURVOISIER CENTRE, SUITE 300, 501 BRICKELL KEY DRIVE, MIAMI, FLORIDA 33131-2823 • TELEPHONE (305) 374-5505

RECEIVED

This instrument prepared by:
Steven C. Cronig, Esquire
Florida Bar No. 307068
Bailey & Jones
a professional association
a professional association
300 Courvoisier Centre
501 Brickell Key Drive
Miami, Florida 33131-2623
Telephone (305) 374-5505

Secretary of State Electronic Filing Certification
No. H96000009180
Tuesday, July 2, 1996

ARTICLES OF INCORPORATION OF GLOBAL TRAVEL AUDITORS, INC.

THE UNDERSIGNED hereby makes, subscribes, acknowledges and files these Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida.

1. The name of the corporation shall be **Global Travel Auditors, Inc.**
2. The general nature of the business to be transacted will be the creation, marketing and production of computer software for use by the travel industry.
3. The Corporation, by and through its officers and directors shall have the following powers:
 - a. To enter into contracts for the provision of goods and services with any natural or judicial person and to borrow money and contract debts when necessary for the transaction of its business or for the exercise of its corporate rights, privileges or franchises or for any other lawful purpose of its incorporation; to issue bonds, promissory notes, bills of exchange, debentures and other obligations and evidence of indebtedness payable at a specific time or times, or payable upon the happening of a specified event or events, secured or unsecured, from time to time, for moneys borrowed or in payment for property acquired, or for any of the other objects and purposes of the corporation or for any of the objects of its business; to secure the same by mortgage or mortgages, or deed or deeds of trust, or pledge or other lien upon any or all of the property, rights, privileges or franchises of the Corporation, wheresoever situated, acquired or to be acquired; and to confer upon the holders of any debentures, bonds or other evidence of indebtedness of the corporation, secured or unsecured, the right to convert the principal thereof into any preferred or common stock of the Corporation, now or hereafter authorized, upon such terms and conditions as shall be fixed by the Board of Directors; to sell, pledge or otherwise dispose of any or all debentures or other bonds, notes and other obligations in such manner and upon such terms as the Board of Directors may deem advisable.

Articles of Incorporation of Global Travel Auditors, Inc., Page 1

No. H96000009180

BAILEY & JONES
A PROFESSIONAL ASSOCIATION, ATTORNEYS AT LAW
COURVOISIER CENTRE, SUITE 300, 501 BRICKELL KEY DRIVE, MIAMI, FLORIDA 33131-2623 • TELEPHONE (305) 374-5505

- b. To acquire by purchase, subscription, or otherwise and to hold for investment, and to own, hold, sell, vote and handle shares of stock in other corporations.
- c. To have one or more offices, conduct its business and promote its objects within and without the State of Florida, in other states, the District of Columbia, the territories, possessions and dependencies of the United States, and in foreign countries, without restriction as to place or amount.
- d. To rent, lease, purchase or trade such real or personal property as is necessary to effectuate the accomplishment of its corporate purposes.
- e. To do all and everything necessary and proper for the accomplishment of any of the purposes or the attaining of any of the objects or the furtherance of any of the powers enumerated in these Articles of Incorporation or any amendment thereto, necessary or incidental to the protection and benefit of the Corporation as principal, agent, director, trustee or otherwise and, in general, either alone or in association with other corporations, firms or individuals to carry on any lawful business necessary or incidental to the accomplishment of the purposes or the attainment of the objects of the Corporation, whether or not such business is similar in nature to the purposes set forth in these Articles of Incorporation or any amendment thereto.
- f. To perform any other act and to exercise any other power permitted to a corporation under the laws of the State of Florida, without limitation thereupon.
4. The capital stock of this Corporation shall consist of 2,500 shares of common voting stock with a par value of one dollar per share, fully paid and non-assessable. The whole or any part of the capital stock of the Corporation shall be payable in lawful money of the United States of America, or in property, labor or services at a just valuation to be agreed upon by the Directors. Property or labor may also be purchased with the capital stock of the corporation at such valuation as may be fixed by the Board of Directors.
5. The amount of capital with which this corporation shall begin business shall not be less than Five Hundred Dollars (\$500.00).
6. The Corporation shall have perpetual existence.

7. The principal office of the Corporation shall be located initially at 201 Alhambra Circle, Suite 802, Coral Gables, Florida 33134 and subsequently at such other place as the Board of Directors may choose.

8. The initial number of directors of the Corporation shall be three, but that number may be increased or decreased from time to time by a majority vote of the shareholders.

9. The names and addresses of the first directors of the Corporation are Tamir Rankow, 201 Alhambra Circle, Suite 802, Coral Gables, Florida 33134; Fernando Avila V., Gallop de Mexico, S.A. de C.V., A. de las Fuentes 36-51 Piso, Col. Lomas de Tecamachalco Naucalpan, Edo. de Mexico C.P. 53950; and Neal Haber, 201 Alhambra Circle, Suite 802, Coral Gables, Florida 33134.

10. The name and address of the incorporator to these Articles of Incorporation is Steven C. Cronig, Esquire, c/o Bailey & Jones, 300 Courvoisier Centre, 501 Brickell Key Drive, Miami, Florida 33131-2623.

11. The name and address of the initial Registered Agent and Registered Office for the Corporation is Steven C. Cronig, Esquire c/o Bailey & Jones, 300 Courvoisier Centre, 501 Brickell Key Drive, Miami, Florida 33131-2623.

12. The following additional provisions for the regulation of the business of the Corporation and for the conduct of its affairs are hereby adopted as a part of these Articles of Incorporation:

a. The original subscriber of the Corporation shall have the right upon its organization to assign and deliver his subscription of stock, if any, to any other person or to firms or corporations who may hereafter become subscribers to the capital stock of the Corporation, who upon acceptance of such assignment, shall stand in lieu of the original subscriber and assume and carry out all the rights, liabilities and duties entailed by said subscription, subject to the laws of the State of Florida, and the execution of the necessary instruments of assignment.

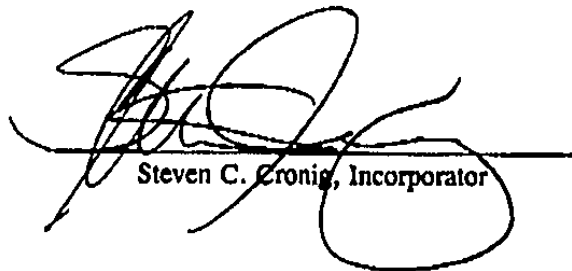
b. No person shall be required to own, hold or control stock in the Corporation as a condition precedent to holding an office in the Corporation.

c. No contract or other transaction between the Corporation and any other corporation in the absence of fraud shall be affected or invalidated by the fact that one or more of the Directors of the Corporation is a director or officer of such other corporation, or holds an interest in such other corporation; nor by reason of the fact that one or more of the Directors of the Corporation may have an interest in any contract or transaction with the Corporation and each and every such person who may become a Director of the Corporation is hereby relieved from liability which might otherwise exist from thus contracting with the Corporation for the benefit of himself or any firm, association, or corporation in which he may be otherwise interested. Any Director may vote upon any contract or other transaction between the Corporation and any subsidiary or controlled corporation without regard to the fact that he is also a director of such subsidiary or controlled corporation.

d. Cumulative voting in the election of directors of the Corporation shall be permitted.

c. The shareholders of the Corporation, by majority vote, shall have the power to amend, alter, change or repeal any provision of these Articles of Incorporation in form or substance at any properly announced meeting of the shareholders.

IN WITNESS THEREOF, the undersigned has made and subscribed these Articles of Incorporation at Miami, Dade County, Florida for uses and purposes aforesaid this 2nd day of July, 1996.



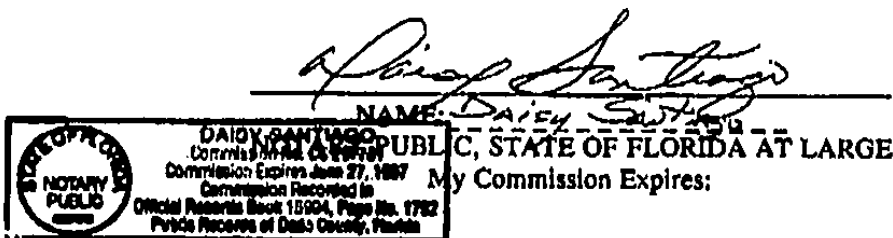
Steven C. Cronig, Incorporator

(Notary acknowledgment appears on page 5)

STATE OF FLORIDA) ss
COUNTY OF DADE)

THEN PERSONALLY APPEARED BEFORE ME, an officer duly authorized to administer oaths and accept acknowledgements within the State of Florida, Steven C. Cronig, who, having produced a current Florida driver's license as adequate photographic identification, did execute the foregoing Articles of Incorporation before me, did acknowledge such execution as his free act and deed before me and did not take an oath.

WITNESS MY HAND AND SEAL this 2nd day of July, 1996 at Miami, Florida.



ACCEPTANCE OF APPOINTMENT BY RESIDENT AGENT

The undersigned, Steven C. Cronig, hereby accepts appointment as the Resident Agent for Global Travel Auditors, Inc. and does agree to accept service of process on behalf of the Corporation and to forward same to the appropriate corporate officer. The undersigned is familiar with and accepts the obligations provided for in Florida Statutes Section 607.0505.

WITNESS my hand this 2nd day of July, 1996.

[Signature]
Steven C. Cronig

C:\Data\Incorporation\Global Travel Auditors, Articles of Incorporation
File #H9631107 Tuesday, July 2, 1996
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Articles of Incorporation of Global Travel Auditors, Inc., Page 5

No. H96000009180

P96000056082

BAILEY & JONES
A PROFESSIONAL ASSOCIATION
ATTORNEYS AT LAW

COURVOISIER CENTRE • SUITE 300
501 BRICKELL KEY DRIVE
MIAMI, FLORIDA 33131-2023
TEL. (305) 374-5505
FAX (305) 374-6715

OF COUNSEL
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J. BRUCE IRVING
ROBERT E. SCHUR

SENIOR COUNSEL
WM. R. DAWES

JEANNETTE E. ALBO
RAUL A. ARENCIBIA
GUY B. BAILEY, JR.
ELIZABETH B. BAKER
SCOTT L. CAGAN
TIMOTHY CONE
STEVEN CARLYLE CRONIG
JAMES C. CUNNINGHAM, JR.
EARL G. GALLOP
JUDITH B. GREENE
JESSE C. JONES

September 23, 1996

000001957940
-09/26/96--01062--001
*****35.00 *****35.00

Secretary of State
P.O. Box 6327
Tallahassee, Florida 32301
ATTN: LIMITED LIABILITY COMPANY DIVISION

RE: AMENDMENT TO ARTICLES OF ORGANIZATION OF GLOBAL TRAVEL
AUDITORS, INC.

Gentlemen:

Enclosed is a First Amendment to Articles of Incorporation of Global Travel Auditors, Inc. along with this firm's check in the amount of \$35.00, which amount represents the filing fee.

Please file the enclosed articles of organization as soon as possible. Thank you for your consideration in this matter. If you have any questions or problems, please do not hesitate to call me at (305) 374-5505, extension 322.

Very truly yours,

BAILEY & JONES,
a professional association

Charisse C. Delgado

Charisse C. Delgado
Paralegal

:ccd

Enclosure

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
56 SEP 26 PM 2:59

TC

TLL SEP 30 1996

FILED STATE
SECRETARY OF CORPORATION
DIVISION OF CORPORATION
95 SEP 26 PM 2:59

**FIRST AMENDMENT TO ARTICLES OF INCORPORATION
OF GLOBAL TRAVEL AUDITORS, INC.**

Pursuant to Florida Statutes Section 607.1003 *et seq.*, Neal Haber, as vice president of Global Travel Auditors, Inc., a corporation organized under the laws of the State of Florida on July 2, 1996 Document #P96000056082 (the "Corporation"), hereby makes, swears, certifies and files the following First Amendment to the Corporation's Articles of Incorporation, which amendment has been adopted by one hundred percent (100%) of the shareholders of the corporation, at a duly noticed meeting of the shareholders held on September 12, 1996, pursuant to a duly authorized recommendation of the Board of Directors. The amendment is effective as of September 12th, 1996.

1. **Change of Name.** The name of the Corporation is hereby amended to be "Global Travel Auditors Servicing Corporation".

IN WITNESS WHEREOF, the undersigned has caused this First Amendment to be executed the 12th day of September, 1996 at Coral Gables, Florida.


Neal Haber, Vice President

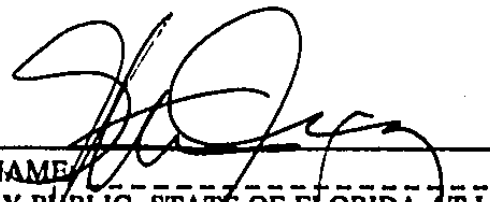
(CORPORATE SEAL)

This instrument prepared by:
Steven C. Cronig, Esquire
Florida Bar No. 307068
Bailey & Jones
a professional association
300 Courvoisier Centre
501 Brickell Key Drive
Miami, Florida 33131-2623
Telephone (305) 374-5505

STATE OF FLORIDA) 88
COUNTY OF DADE)

THEN PERSONALLY APPEARED BEFORE ME, an officer duly authorized to administer oaths and receive acknowledgments within the State of Florida, Neal Haber, as vice president of Global Travel Auditors, Inc., a Florida corporation, who, having produced a current Florida driver's license as adequate photographic identification and acting with due corporate authority, did execute the foregoing First Amendment before me and did affix the corporate seal thereto as the act and deed of said corporation.

WITNESS MY HAND AND OFFICIAL SEAL this 15th day of September, 1996
at Coral Gables, Florida.



NAME
NOTARY PUBLIC, STATE OF FLORIDA AT LARGE
My Commission Expires:



C:\Data\corporation\Global Travel Auditors, First Amendment
File #888704; Thursday, May 9, 1996
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