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LAW OFFICES
STEVEN A. FRANKEL, P.A.

A PROFESSIONAL ASSOCIATION
THE CENTRE AT PALM & STIRLING
9900 STIRLING ROAD, SUITE 200
COOPER CITY, FLORIDA 33024

STEVEN A. FRANKEL
ALSO MEMBER NEW YORK BAR

(305) 432-2200
FAX (305) 437-7916

November 15, 1996

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

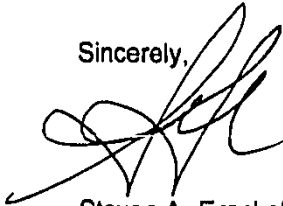
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RE: Alliance of Professional Travel Agents, Inc.
Alliance of Professional Travel Agent Servicing, Inc.

To whom it may concern:

Enclosed please find checks #5022 and 5023 in the identical amount of \$123.50 for filing fees for each of the above new corporate filings. Please forward certificates at your earliest convenience.

Sincerely,



Steven A. Frankel,
For the firm

SAF/ms

enclosures

NOV 26 1996

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FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

FILED

ALLIANCE OF PROFESSIONAL TRAVEL AGENTS, INC.

96 NOV 20 AM 10:33

The undersigned subscriber hereby forms a Corporation under Chapter 607 of the laws of the State of Florida.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I. NAME

The name of the corporation shall be:

ALLIANCE OF PROFESSIONAL TRAVEL AGENTS, INC.

The principal place of business of this corporation shall be 9900 Stirling Road, Suite 200, Cooper City, Florida 33024 and the mailing address shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 10,000,000 shares of common stock having no par value per share.

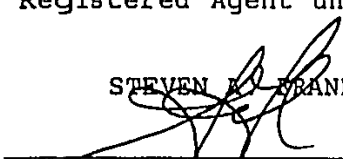
ARTICLE IV. ADDRESS

The street address of the initial registered office of the corporation shall be 9900 Stirling Road, Suite 200, Cooper City, Florida 33024 and the name of the initial registered agent of the corporation at that address is STEVEN A. FRANKEL, P.A. - ATTN: STEVEN A. FRANKEL

ACKNOWLEDGMENT: Steven A. Frankel, P.A., a Florida Professional Association authorized to transact business in this State, having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

STEVEN A. FRANKEL, P.A.

BY:


Steven A. Frankel, as Pres.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually

ARTICLE VI. OFFICERS AND DIRECTORS

This corporation shall have two officers and four directors, initially. The name and street address of the initial officers and directors who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

Howard Tanenbaum President/Director	9900 Stirling Road, Ste 200 Cooper City, Florida 33024
Edward Rudow Vice-President/Director	9900 Stirling Road, Ste 200 Cooper City, Florida 33024
Lawrence Draizin Treasurer/Chairman of the Board	9900 Stirling Road, Ste 200 Cooper City, Florida 33024
Steven A. Frankel Secretary/Director	9900 Stirling Road, Ste 200 Cooper City, Florida 33024

ARTICLE VII. AMENDMENT

These articles may only be amended by the vote of Shareholders holding Seventy Five (75%) Percent of the outstanding shares of the Corporation.

ARTICLE VIII. DISSOLUTION

This Corporation may only be dissolved by the unanimous vote of the Shareholders holding Seventy Five (75%) Percent of the outstanding shares of the Corporation.

ARTICLE IX. RESTRICTIONS

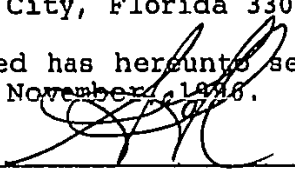
The stock of the Corporation are subject to and are transferable only in compliance with a certain Stockholders Agreement dated November 12, 1996, and all amendments thereto, if any, a copy of which is on file at the office of the Corporation.

ARTICLE X. SUBSCRIBER

The name and street address of the subscriber to these Articles of Incorporation is:

STEVEN A. FRANKEL 9900 Stirling Road, Suite 200
Cooper City, Florida 33024

IN WITNESS WHEREOF, the undersigned has hereunto set forth his hand and seal on this 12th day of November, 1996.



STEVEN A. FRANKEL

STATE OF FLORIDA)
COUNTY OF BROWARD)

The foregoing instrument was acknowledged before me this 12th day of November, 1996, by Steven A. Frankel.

my commission expires:


NOTARY PUBLIC
STATE OF FLORIDA

SANDRA FRANKEL
My Commission C0300878
Expires 11/01/97
Notary Public
800-432-1855