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ACCOUNT NO. : 072100000032

REFERENCE : 452673 10939A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : July 7, 1997

ORDER TIME : 9:34 AM

ORDER NO. : 452673-005

CUSTOMER NO: 10939A

CUSTOMER: Tom Tighe, Esq
TUCKER & TIGHE, P.A.

Suite 505
800 East Broward Boulevard
Ft. Lauderdale, FL 33301

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-07/07/97--01023--016
*****70.00 *****70.00

DOMESTIC FILING

NAME: TRAVEL OPPORTUNITIES OF FORT
LAUDERDALE II, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Warren Whittaker

EXAMINER'S INITIALS: _____

ALL INFORMATION FURNISHED TO THE
DIVISION OF CORPORATIONS
AND BUSINESS REGISTRATION
JUL 11 11:21 AM '97
DIVISION OF CORPORATIONS
AND BUSINESS REGISTRATION
97 JUL -7 AM 10:35

4

BW JUL 07 1997

FILED
97 JUL -7 11:21
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION
OF
TRAVEL OPPORTUNITIES OF FORT LAUDERDALE II, INC.

ARTICLE I - NAME AND ADDRESS

The name of this corporation shall be TRAVEL OPPORTUNITIES OF FORT LAUDERDALE II, INC., with its principal address and mailing address being 2121 W. Oakland Park Blvd., Suite 1, Ft. Lauderdale, FL 33309.

ARTICLE II - NATURE OF BUSINESS

This corporation may engage in any activity or business for which corporations may be incorporated under Chapter 607 of the Florida Statutes.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is Five Hundred (500) shares of common stock having a nominal or par value of one dollar (\$1.00) per share.

ARTICLE IV - REGISTERED AGENT AND REGISTERED OFFICE

The initial registered agent of this corporation shall be THOMAS J. TIGHE, ESQUIRE, at Tucker & Tighe, P.A., 800 E. Broward Boulevard, Suite 505, Fort Lauderdale, FL 33301.

ARTICLE V - DIRECTORS

The number of directors constituting the initial Board of Directors shall be one (1). The name and address of the director serving on the initial Board of Directors is as follows:

<u>NAME</u>	<u>ADDRESS</u>
Teresa Verrillo	2121 W. Oakland Park Blvd., Ste. 1 Ft. Lauderdale, FL 33309

ARTICLE VI - INCORPORATOR

The incorporator of these Articles of Incorporation is THOMAS J. TIGHE, ESQUIRE, whose address is Tucker & Tighe, P.A., 800 E. Broward Boulevard, Suite 505, Fort Lauderdale, FL 33301.

I, the undersigned, being the original Incorporator of the foregoing corporation, do hereby certify that the foregoing constitutes the proposed Articles of Incorporation of TRAVEL OPPORTUNITIES OF FORT LAUDERDALE II, INC.. and I hereby declare and certify that the facts herein stated are true.



THOMAS J. TIGHE

STATE OF FLORIDA :
 SS
COUNTY OF BROWARD :

The foregoing instrument was acknowledged before me this 3 day of July, 1997, by THOMAS J. TIGHE, who is personally known to me OR () did produce _____

as identification, and who did take an oath.

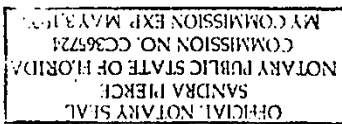
WITNESS my hand and official seal this 3 day of

July, 1997.

Sandra Pierce
NOTARY PUBLIC

My Commission Expires:

SANDRA Pierce
Printed Name of Notary Public



ACCEPTANCE BY REGISTERED AGENT

I, THOMAS J. TIGHE, designated as Registered Agent of TRAVEL OPPORTUNITIES OF FORT LAUDERDALE II, INC. in the Articles of Incorporation of said corporation, do hereby accept appointment as such at the registered office designated in Article IV.

Thomas J Tighe
THOMAS J. TIGHE, Registered Agent

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TALENTED FLORIDA
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