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MORSE & GOMEZ

FILED

ATTORNEYS AT LAW

02 MAR 25 PM 2:59

SECRETARY OF STATE
TALLAHASSEE FLORIDA

March 22, 2002

Department of State
Division of Corporations\
Corporate Filings
P.O. Box 6327
Tallahassee, Florida 32314

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-03/25/02--01056--020
*****78.75 *****78.75

Re : Prestige Travel Systems Holdings, Inc.

Dear Sir or Madam:

Enclosed herewith please find the original and two copies of the Articles of Incorporation and the original Consent to Serve as Registered Agent for Prestige Travel Systems Holdings, Inc. for which a check in the amount of \$78.75 for the filing fees is enclosed. Kindly forward back to my office a the proof of filing the same with the Florida Department of State-Division of Corporations at your earliest convenience.

Should you have any questions, please feel free to contact me.

Very truly yours,

MORSE, & GOMEZ, P.A.


Angela Stathopoulos, Esquire
AS/maj

Enclosures

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ARTICLES OF INCORPORATION

OF

PRESTIGE TRAVEL SYSTEMS HOLDINGS, INC.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

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

ARTICLE I

The name of the corporation shall be Prestige Travel Systems Holdings, Inc..

ARTICLE II

The corporation shall have the power to engage in any lawful activity for which corporations may be organized under the Florida Business Corporation Act.

ARTICLE III

The aggregate number of shares that the corporation shall have authority to issue and to have outstanding at any one time is 500,000,000 shares. All such shares shall be of a single class, designated as common. Ron Lascala, the President, shall be issued 51,000 shares and Peter Sontag, the Vice President, shall be issued 49,000 shares.

ARTICLE IV

Each holder of common shares shall have one vote for each such share held of record on all matters submitted for shareholder approval. Except as otherwise specifically required by law, or except as specifically provided in these articles of incorporation, all other matters requiring shareholder approval shall require an affirmative vote of a majority of the shares voting thereon. The holders of the common shares shall have unlimited voting rights and the right to receive the net assets of the corporation upon its dissolution.

At each election of directors, no shareholder shall be entitled to cumulate his or her votes in voting for the election of directors.

ARTICLE V

The corporation elects to have preemptive rights.

ARTICLE VI

The corporation shall indemnify to the fullest extent permitted by the Florida Business Corporation Act any person who has been made, or is threatened to be made, a party to an action, suit, or

proceeding, whether civil, criminal, administrative, investigative, or otherwise (including an action, suit or proceeding by or in the right of the corporation), by reason of the fact that the person is or was a director or officer of the corporation, or a fiduciary within the meaning of the Employee Retirement Income Security Act of 1974 with respect to an employee benefit plan of the corporation, or serves or served at the request of the corporation as a director, or as an officer, or as a fiduciary of an employee benefit plan, of another corporation, partnership, joint venture, trust or other enterprise. In addition, the corporation shall pay for or reimburse any expenses incurred by such persons who are parties to such proceedings, in advance of the final disposition of such proceedings, to the full extent permitted by the Florida Business Corporation Act.

ARTICLE VII

The Florida Control-Share Acquisition sections of the Florida Business Corporation Act (§§ 607.0901 through 607.0903) shall not be applicable to this corporation.

ARTICLE VIII

The bylaws of the corporation may be amended by majority vote of either the directors or the shareholders.

ARTICLE IX

The number of directors of the corporation shall be fixed by the bylaws of the corporation. The initial board of directors shall consist of three directors whose name and addresses are as follows:

Peter Sontag
4802 Gunn Hwy.
Tampa, FL 33624

Ron Lascala
4802 Gunn Hwy.
Tampa, FL 33624

ARTICLE X

The initial registered agent of the corporation is Alberto F. Gomez. The street address of the corporation's initial registered agent's office is 400 N. Tampa Street, Suite 1160, Tampa, FL 33602.

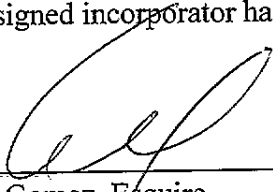
ARTICLE XI

The principal place of business and mailing address of this corporation shall be 4802 Gunn Hwy., Tampa, FL 33624.

ARTICLE XII

The name and address of the incorporator of these Articles of Incorporation is Alberto F. Gomez, Esquire. The street address of the corporation's initial registered office is 400 N. Tampa Street, Suite 1160, Tampa, FL 33602.

The undersigned incorporator has executed these Articles of Incorporation this 22nd day of March, 2002.



Alberto F. Gomez, Esquire
400 N. Tampa Street, Suite 1160
Tampa, FL 33602

CONSENT TO SERVE AS REGISTERED AGENT FOR

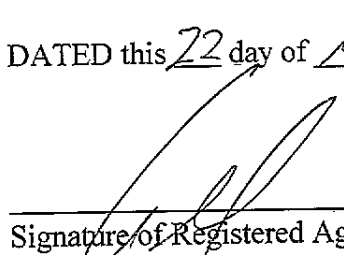
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PRESTIGE TRAVEL SYSTEMS HOLDINGS, INC. 02 MAR 25 PM 2: 59

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Having been named in the State of Florida as registered agent and to accept service of process for the above stated corporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.

DATED this 22 day of March, 2002.



Signature of Registered Agent

Alberto F. Gomez, Jr.

400 N. Tampa Street, Suite 1160

Tampa, FL 33602