



**THE UNITED STATES
CORPORATION
COMPANY**

648274

ACCOUNT NO. : 072100000032

REFERENCE : 083221 4312909

AUTHORIZATION :

COST LIMIT : \$ 43,75

Patricia Pignatelli

ORDER DATE : December 30, 1998

ORDER TIME : 2:33 PM

ORDER NO. : 083221-005

200002727212--7

CUSTOMER NO: 4312909

CUSTOMER: Mr. Pat Johnson
Gunster Yoakley Valdez-fauli &
777 S. Flagler Dr. #500

W. Palm Beach, FL 33401

DOMESTIC AMENDMENT FILING

NAME: MOTELS OF FLORIDA REALTY,
INC.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Cassandra Lamm

EXAMINER'S INITIALS: _____

98 DEC 30 PM 3:36
DIVISION OF CORPORATION

98 DEC 30 PM 4:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
FILED

*648274 Amend + Restated
Cert Copy
4pg
12-30-98*

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
MOTELS OF FLORIDA REALTY, INC.**

MOTELS OF FLORIDA REALTY, INC. (the "Corporation"), a corporation organized and existing under and by virtue of the Florida Business Corporation Act (the "Act"), does hereby certify that:

1. The Amended and Restated Articles of Incorporation set forth herein have been recommended by unanimous written consent dated December 22, 1998 of the Board of the Directors, approved on December 22, 1998 by unanimous written consent of the shareholders in accordance with Sections 607.1007 and 607.1006 of the Act and the number of votes cast were sufficient for approval.

2. The Articles of Incorporation of the Corporation are hereby amended and restated as follows:

**Article I
Name**

The name of the Corporation is World Choice Travel, Inc.

**Article II
Duration**

The Corporation shall have a perpetual existence.

**Article III
Purpose**

The Corporation is organized for the purpose of transacting any and all lawful business.

FILED
98 DEC 30 PM 4:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Article IV

Address

The principal place and mailing address of the Corporation shall be:

721 U.S. Highway One
Suite 220
North Palm Beach, FL 33408

Article V

Capital Stock

The Corporation is authorized to issue one million (1,000,000) shares of one cent (\$.01) par value common stock, which shall be designated as common shares.

Article VI

Powers

The Corporation shall have all of the corporate powers enumerated in the Florida Business Corporation Act.

Article VII

Indemnification

Provided the person proposed to be indemnified satisfies the requisite standard of conduct for permissive indemnification by a corporation as set forth in the applicable provisions of the Florida Business Corporation Act (currently, Sections 607.0850 (1) and (2) of the Florida Statutes), as the same may be amended from time to time, the corporation shall indemnify its officers and directors, and may indemnify its employees and agents, to the fullest extent permitted by the provisions of such Law, as the same may be amended and supplemented, from and against any and all of the expenses or liabilities incurred in defending a civil, criminal, administrative or investigative action, suit or proceeding (other than in an action, suit or proceeding brought by this corporation upon authorization of the Board of Directors) or other matters referred to in or covered by said provisions, including advancement of expenses prior to the final disposition of such proceedings and amounts paid in settlement of such proceedings, both as to action in their official capacity and as to action in any other capacity while an officer, director, employee or other agent. Expenses (including attorneys' fees) incurred by an officer or director in defending any civil, criminal, administrative or investigative action, suit or proceeding shall be paid by the corporation in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of such

director or officer to repay such amount if it shall ultimately be determined that he or she is not entitled to be indemnified by the corporation as authorized in this Article. Such expenses (including attorneys' fees) incurred by other employees and agents shall also be so paid upon such terms and conditions, if any, as the Board of Directors deems appropriate. The indemnification and advancement of expenses provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any bylaw, agreement, vote of stockholders or directors or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office. Such indemnification shall continue as to a person who has ceased to be a director, officer, employee or agent, and shall inure to the benefit of the heirs and personal and other legal representatives of such a person. Except as otherwise provided above, an adjudication of liability shall not affect the right to indemnification for those indemnified.

Article VIII **Amendment**

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

Article IX **Bylaws**

The Bylaws may be adopted, altered, amended or repealed by either the shareholders or the Board of Directors, but the Board of Directors may not amend or repeal any Bylaws adopted by shareholders if the shareholders specifically provide such Bylaws is not subject to amendment repeal by the directors.

IN WITNESS WHEREOF, for the purposes of Amending and Restating the Articles of Incorporation of the Corporation under the laws of the State of Florida, the undersigned has executed these Amended and Restated Articles of Incorporation this 22nd day of December, 1998.

MOTELS OF FLORIDA REALTY, INC.

By: Nancy M. McShane
Name:
Title: President