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BASIC AMENDMENT  
WORLD CHOICE TRAVEL, INC.

Certificate of Status	0
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SECOND AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
WORLD CHOICE TRAVEL, INC.

WORLD CHOICE TRAVEL, 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 Second Amended and Restated Articles of Incorporation set forth herein were (i) adopted by the Board of the Directors of the Corporation and recommended to the shareholders of the Corporation at a meeting of the Board of Directors held on April 14, 2000 and (ii) approved by the shareholders of the Corporation at a meeting held on April 24, 2000. In each case, the number of votes cast were sufficient for approval.

2. The Articles of Incorporation of the Corporation (originally incorporated as G. McIntosh, Inc., on December 30, 1998), as previously amended, are hereby amended and restated in their entirety as follows:

Article I  
Name

The name of the Corporation is WorldChoiceTravel.com, 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.

Article IV  
Address

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

630 U.S. Highway One, Suite 200  
North Palm Beach, FL 33408

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Article V  
Capital Stock

The Corporation is authorized to issue three million (3,000,000) 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 Second Amended and Restated Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

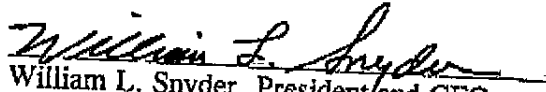
Article IX  
Bylaws

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 Second Amended and Restated Articles of Incorporation this 26 day of April, 2000.

WorldChoiceTravel.com, Inc.

By:

  
William L. Snyder, President and CEO