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JOEL A. SAVITT

PROFESSIONAL ASSOCIATION
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SECRETARY OF STATE
TELEPHONE (904) 936-4444
TALLAHASSEE, FLORIDA
FAX (904) 936-1600

JOEL A. SAVITT
OF COUNSEL
SUSAN L. ALSPECTOR
ALAN B. GEST

September 19, 2002

✓Registration Section
Florida Department of State
✓Division of Corporations
George Firestone Building
✓409 East Gaines Street
✓Tallahassee, Florida 32399

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-09/20/02--01076--004
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Re: Preferred-Ultimate Travel & Entertainment, L.L.C.

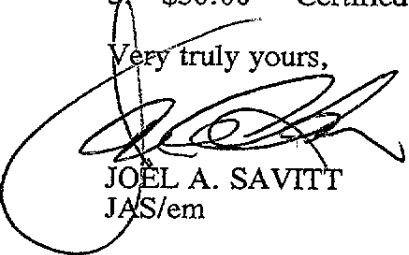
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Gentlemen:

Enclosed please find the original and a copy of the proposed Articles of Organization for "Preferred-Ultimate Travel & Entertainment, L.L.C.", a limited liability company. Also enclosed find a check in the amount of \$155.00 payable to the Florida Department of State. This check represents payment of the following:

1. \$100.00 Filing Fee for Articles of Organization.
2. \$25.00 Designation of Registered Agent.
3. \$30.00 Certified Copy.

Very truly yours,


JOEL A. SAVITT
JAS/em

Enclosures as stated

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ARTICLES OF ORGANIZATION

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of

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PREFERRED-ULTIMATE TRAVEL & ENTERTAINMENT, L.L.C. SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, F.S. Chapter 608, hereby make, acknowledge, and file the following Articles of Organization.

ARTICLE I -- NAME

The name of the limited liability company shall be Preferred-Ultimate Travel & Entertainment, L.L.C. ("company").

ARTICLE II -- ADDRESS

The mailing address and street address of the principal office of the company is:

3001 Salzedo Street
Coral Gables, Florida 33134-6711

ARTICLE III -- DURATION

The company shall commence its existence on the date these articles of organization are filed by the Florida Department of State. The company's existence shall be perpetual unless the company is dissolved earlier as provided in these articles of organization or in the regulations.

ARTICLE IV -- REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the company in the State of Florida are Robert Adler, 3001 Salzedo St., Coral Gables, FL 33134-6711.

ARTICLE V -- CAPITAL CONTRIBUTIONS

The members of the company shall contribute to the capital of the company the cash or property the sum of \$1,000.00.

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ARTICLE VI -- ADDITIONAL CAPITAL CONTRIBUTIONS

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Each member shall make additional capital contributions to the company only on the unanimous consent of all the members.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VII -- MEMBERS

The names and addresses of each member of the company and their membership interests are:

Preferred Travel & Tickets, Inc. 1522 Ponce de Leon Blvd. Coral Gables, Florida 33134-4010	50% Membership Interest
--	-------------------------

Ultimate Travel & Entertainment, Inc. 3001 Salzedo Street Coral Gables, Florida 33134-6711	50% Membership Interest
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ARTICLE VIII -- TERMINATION OF EXISTENCE

The company shall be dissolved on the bankruptcy, or dissolution of a member, or on the occurrence of any other event that terminates the continued membership of a member in the company, unless the business of the company is continued by the consent of all the remaining members.

ARTICLE IX -- MANAGEMENT

The company shall be managed by managers and the names and addresses of the managers who are to serve as managers until the first annual meeting of members or until their successor are elected and qualifies are:

NAME	ADDRESS
Howard Berg	1522 Ponce de Leon Blvd. Coral Gables, Florida 33134-4010
Barry Savitt	3001 Salzedo Street Coral Gables, Florida 33134-6711
Robert Adler	3001 Salzedo Street Coral Gables, Florida 33134-6711

IN WITNESS WHEREOF, the undersigned organizers and members have made and subscribed these articles of organization at Coral Gables, Florida, on this _____ day of September, 2002.

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Preferred Travel & Tickets, Inc.,
a Florida corporation

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

By: _____

Howard Berg, President
Organizer and Member

Ultimate Travel & Entertainment, Inc.,
a Florida corporation

By: _____

Barry Savitt, Vice-President
Organizer and Member

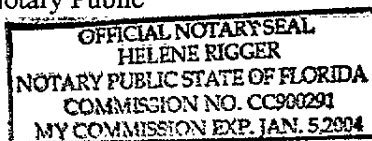
STATE OF FLORIDA
COUNTY OF MIAMI-DADE

Sworn to and subscribed before me this 19th day of September, 2002, by Howard Berg, as President of Preferred Travel & Tickets, Inc., a Florida corporation.

Helene Rigger
Notary Public -- State of Florida

Helene Rigger
Print Name of Notary Public

Personally Known ☒ OR Produced Identification _____
Type of Identification Produced _____



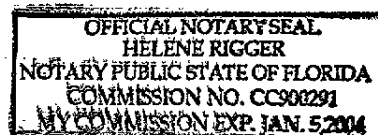
STATE OF FLORIDA
COUNTY OF MIAMI-DADE

Sworn to and subscribed before me this 19th day of September, 2002, by Barry Savitt, as Vice-President of Ultimate Travel & Entertainment, Inc., a Florida corporation.

Helene Rigger
Notary Public -- State of Florida

Helene Rigger
Print Name of Notary Public

Personally Known _____ OR Produced Identification _____
Type of Identification Produced drivers License



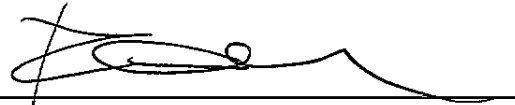
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ACCEPTANCE OF REGISTERED AGENT

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, being the person named in the articles of organization of Preferred-Ultimate Travel & Entertainment, L.L.C., as the registered agent of this limited liability company, hereby consents to accept service of process for the above stated company at the place designated in the articles of organization, and accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his or her duties, and is familiar with and accept the obligations of the position of registered agent.

A handwritten signature in black ink, appearing to read 'Robert Adler', is written over a horizontal line.

ROBERT ADLER
Registered Agent