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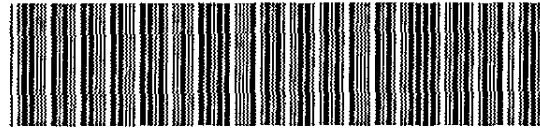
(Business Entity Name)

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CLERK OF STATE
TALLAHASSEE, FLORIDA

LB
1-30-03

**A-1 Discount Reservations, LLC
118 West Orange Street
Altamonte Springs, Florida 32714**

January 25, 2003

Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

To Whom It May Concern:

Please find enclosed Articles of Organization for A-1 Discount Reservations, LLC. I've also included \$125 for Filing and Designation of Registered Agent Fees.

Please process as soon as possible and let me know if you have any problems. You may call me at 407-869-4442.

Thanks


Kyle H. Kelley

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**Articles Of Organization
Of
A-1 Discount Reservations, LLC**

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, Florida Statutes Chapter 608, hereby makes, acknowledges, and files the following Articles of Organization.

Article 1 - Name

The name of the limited liability Company shall be **A-1 Discount Reservations, LLC**. ("Company").

Article 2 - Address

The principal place of business of the Company in Florida shall be 118 West Orange Street, Altamonte Springs, Florida 32714 and the mailing address shall be the same.

Article 3 - Effective Date

These Articles of Organization shall be effective immediately upon approval of the Secretary of State, State of Florida.

Article 4 - Duration

Subject to the provisions of Article 9, the Company's existence shall terminate no later than 30 years from its date of commencement, unless the Company is earlier dissolved as provided in these Articles of Organization.

Article 5 - Purposes and Powers

The general purpose for which the Company is organized is to provide Travel Vacation Packages and to transact any lawful business for which a limited liability company may be organized under the laws of the State of Florida. The Company shall have all the powers granted to a limited liability company under the laws of the State of Florida.

Article 6 - Registered office and Registered Agent

The initial address of registered office of this Company is 118 W. Orange Street, Altamonte Springs, Florida 32714. The name and address of the registered agent of this company is Kyle Kelley, also at 118 West Orange Street, Altamonte Springs, Florida 32746.

Article 7 - Management

The Managers of the Company shall be:

Operating Manager:	Kyle H. Kelley
Vice Operating Manager:	Russell Goldberg
Secretary:	Russell Goldberg
Treasurer:	Kyle H. Kelley

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Whose addresses shall be the same as the mailing address of the Company.

Article 8 - Admission of New Members

No additional member (s) shall be admitted to the Company except with the unanimous written consent of all the member (s) of the Company and upon such terms and conditions as shall be determined by all the member (s). A member may transfer his or her interest in the Company as set forth in the regulations of the Company, but the transferee shall have no right to participate in the management of the business and affairs of the Company or become a member unless all the other member (s) of the Company other than the member proposing to dispose of his or her interest approve of the proposing transfer by unanimous written consent.

Article 9 - Termination of Existence

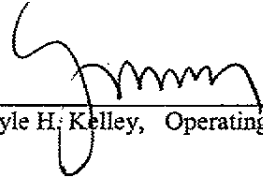
The Company shall be dissolved upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or manager, or upon the occurrence of any other event that terminates the continued membership of a member in the Company, unless the business of the Company is continued by the consent of all the remaining members, provided there are at least one remaining member.

Article 10 - Members

The Managers of the Company shall be elected by the member (s) in accordance with regulations adopted by the member (s) for the management of the business and affairs of the Company. These regulations may contain any provisions for the regulation and management of the affairs of the Company not inconsistent with law or these Articles of Organization. The name and address of the members of the Company are:

1. Kyle H. Kelley
118 W. Orange Street
Altamonte Springs, Florida 32714
2. Russell Goldberg
118 W. Orange Street
Altamonte Springs, Florida 32714

In Witness Whereof, the undersigned, an authorized representative of the members, has made and subscribed these Articles of Organization at Altamonte Springs, Florida, for the foregoing uses and purposes, this January 24, 2003.

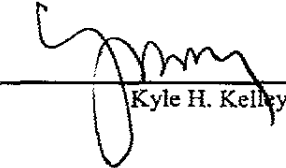


Kyle H. Kelley, Operating Manager

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Acceptance of Registered Agent Designated
In Articles of Organization

Kyle H. Kelley, having a business office identical with the registered office of the Company name above, and having been designated as the Registered Agent in the above and foregoing Articles of Organization, is familiar with and accepts the obligations of the position of Registered Agent under Section 608.4155, Florida Statutes and other applicable Florida Statutes.



Kyle H. Kelley

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