

K9600000/1018

BAILEY & JONES
A PROFESSIONAL ASSOCIATION
ATTORNEYS AT LAW

COURVOISIER CENTRE • SUITE 300
501 BRICKELL KEY DRIVE
MIAMI, FLORIDA 33131-2823
TEL. (305) 374-8808
FAX (305) 374-8718

JEANNETTE E. ALBO
PAUL A. ARENCIBIA
GUY B. BAILEY, JR.
ELIZABETH B. BAKER
SCOTT L. CAGAN
TIMOTHY CONE
STEVEN CARLYLE CRONIG
JAMES C. CUNNINGHAM, JR.
EARL G. GALLUP
JUDITH B. GREENE
JESSE C. JONES

OF COUNSEL
LAWRENCE S. EVANS
J. BRUCE IRVING
ROBERT E. SCHUR

SENIOR COUNSEL
WILL R. DAWES

September 23, 1996

600001956446
-09/25/96--01058--005
****412.50 ****412.50

Secretary of State
P.O. Box 6327
Tallahassee, Florida 32301
ATTN: LIMITED LIABILITY COMPANY DIVISION

RE: ARTICLES OF ORGANIZATION OF GLOBAL TRAVEL AUDITORS, L.C.

Gentlemen:

Enclosed are the Articles of Organization of Global Travel Auditors, L.C. along with this firm's check in the amount of \$412.50, which amount represents the filing fee.

Please file the enclosed articles of organization as soon as possible. Thank you for your consideration in this matter. If you have any questions or problems, please do not hesitate to call me at (305) 374-5505, extension 322.

Very truly yours,

BAILEY & JONES,
a professional association

Charisse C. Delgado

Charisse C. Delgado
Paralegal

:ccd

Enclosure

9/27

10/16/20440

750 VER

FILED
56 SEP 25 PM 1:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

9-26-1996 6:32PM

FROM BAILEY-JONES 3053746715

P.1

BAILEY & JONES

**A PROFESSIONAL ASSOCIATION
ATTORNEYS AT LAW**

**300 BURNBOURNER CENTRE
RD1 BRICKELL KEY DRIVE
MIAMI, FLORIDA 33131-2623**

**TELEPHONE (305) 374-8506
FACSIMILE (305) 374-8715**

OF COUNSEL:

**LAWRENCE S. EVANS
J. BRUCE IRVING
ROBERT E. SCHUR**

SENIOR COUNSEL:

WM. R. BAKER

**JEANETTE E. ALBO
RAUL A. ARENDISE
GUY B. BAILEY, JR.
ELIZABETH S. BAKER
PATRICIA MALOYRA
SCOTT L. GABAN
TIMOTHY COONE
STEVEN C. CROWO
JAMES O. CUNNINGHAM, JR.
JESSE R. JONES**

**TELEFACSIMILE MEMORANDUM
IMMEDIATE ATTENTION REQUESTED**

THE INFORMATION CONTAINED IN THIS TELEFACSIMILE MESSAGE IS PRIVILEGED AND CONFIDENTIAL INFORMATION INTENDED ONLY FOR THE USE OF THE INDIVIDUAL OR ENTITY NAMED BELOW. IF THE RECIPIENT OF THIS MESSAGE IS NOT THE INTENDED RECIPIENT, OR THE EMPLOYEE OR AGENT RESPONSIBLE TO DELIVER IT TO THE INTENDED RECIPIENT, YOU ARE HEREBY NOTIFIED THAT ANY DISSEMINATION, DISTRIBUTION OR COPYING OF THIS COMMUNICATION IS STRICTLY PROHIBITED. RECEIPT BY ANYONE OTHER THAN THE INTENDED RECIPIENT IS NOT A WAIVER OF ANY ATTORNEY-CLIENT OR WORK-PRODUCT PRIVILEGE. IF YOU HAVE RECEIVED THIS COMMUNICATION IN ERROR, PLEASE IMMEDIATELY NOTIFY US. ANYWAY (IF LONG DISTANCE, BY COLLECT CALL, PERSON-TO-PERSON) AT (305) 374-8506 AND RETURN THE ORIGINAL COPY OF THIS COMMUNICATION TO US AT THE ADDRESS ABOVE BY U.S. POSTAL SERVICE. WE WILL REIMBURSE YOU FOR THE POSTAGE. THANK YOU.

**DATE: THURSDAY, SEPTEMBER 26, 1996
TIME: 6:25 PM EST
TO: LORA @ SECRETARY OF STATE, DIVISION OF CORPORATIONS
FAX #: 904-487-8013
TELEPHONE #: 904-487-8052
FROM: STEVEN C. CROWO
FILE #:
RE: GLOBAL TRAVEL AUDITORS
#PAGES: TWO (2)**

**PLEASE CALL 305-374-8506 IF YOU DO NOT RECEIVE THE NUMBER OF PAGES INDICATED
INCLUDING THIS MEMORANDUM.**

MESSAGE: LETTER ATTACHED.

**NOTE: TO REDUCE THE USE OF NON-RENEWABLE PAPER RESOURCES AND TO REDUCE DUPLICATION IN EVERYONE'S FILES,
ORIGINALS OF LETTERS AND OTHER MATERIALS SENT BY TELEFACSIMILE ARE NOT SENT BY MAIL, UNLESS SPECIFICALLY NOTED
OR REQUESTED.**

9-26-1996 8:32PM

FROM BAILEY-JONES 3053746715

P. 2

BAILEY & JONES

A PROFESSIONAL ASSOCIATION

ATTORNEYS AT LAW

COURVOISIER CENTRE • SUITE 300

501 BRICKELL KEY DRIVE

MIAMI, FLORIDA 33131-8823

TEL. (305) 374-8808

FAX (305) 374-8715

JEANNETTE E. ALBO
PAUL A. ARENCIBIA
GUY B. BAILEY, JR.
ELIZABETH S. BAKER
PATRICIA M. BALDYRA
SCOTT L. CADAN
TIMOTHY CONE
STEVEN CARLYLE CRONIG
JAMES C. CUNNINGHAM, JR.
JUDITH S. GREENE
JESSE G. JONES

OF COUNSEL
LAWRENCE S. EVANS
J. BRUCE IRVING
ROBERT E. SCHUR

SENIOR COUNSEL
WM. R. DAWES

Thursday, September 26, 1996

Secretary of State of Florida
Division of Corporations
Amendments Section
409 East Galena Street
Tallahassee, Florida 32399

Attention: Loria @ Telefacsimile #904-487-6013

RE: Global Travel Auditors, Inc. and Global Travel Auditors, L.C.

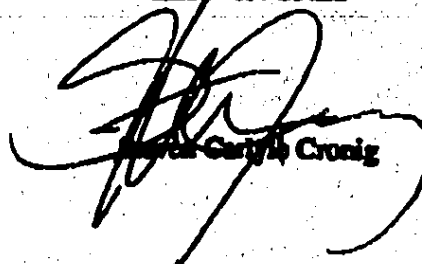
Dear Loria:

This will confirm our conversation of this afternoon. This firm represents Atlas Commerce Corp. and Fernando Avila Valdes. Our clients are the principals of both Global Travel Auditors, Inc., Document #P96000009180 and Global Travel Auditors, L.C., the articles of which are being filed with your office.

Thank you for your consideration in this matter. If you have any questions or problems, please call me.

Sincerely,

BAILEY & JONES



Steven Carlyle Cronig

STATE OF FLORIDA)
COUNTY OF DADE)

**ARTICLES OF ORGANIZATION
OF GLOBAL TRAVEL AUDITORS, L. C.**

FILED
95 SEP 25 PM 4:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED hereby makes, subscribes, swears, acknowledges and files these Articles of Organization of Global Travel Auditors, L.C. a Florida limited liability company formed under Chapter 608 of the laws of the State of Florida.

1. **Name.** The name of the limited liability company shall be Global Travel Auditors, L.C. (608.407(1)(a)).

2. **Nature of Business.** The general nature of the business to be transacted will be the creation, development, marketing, servicing and licensing of computer software for the travel industry. (608.403).

3. **Powers.** The Company shall have the power to perform any act and to exercise any power permitted to a limited liability company under Chapter 608 of the laws of the State of Florida, without limitation thereupon. (608.404).

4. **Names, Addresses and Capital Contributions of Members.** Upon formation of the Company, the Members shall contribute to the capital of the Company capital contributions, which may be money, property, debt instruments or services in the aggregate sum of Forty Thousand Dollars (\$40,000). (608.401). The names, addresses and capital contributions of the Members are as follows: (608.407(2)).

Name and Address of Members

Capital Contribution

Fernando Avila Valdes
201 Alhambra Circle
Suite 802
Coral Gables, Florida 33134

\$20,000.00

Atlas Commerce Co.
201 Alhambra Circle
Suite 802
Coral Gables, Florida 33134

\$20,000.00

ARTICLES OF ORGANIZATION OF GLOBAL TRAVEL AUDITORS, L.C.

PAGE 1

The foregoing constitutes the sworn affidavit regarding the requirement that the Company have at least two Members and setting forth the capital contribution of each Member, as provided by Florida Statutes §608.407(2). The Company will maintain a capital account for each Member as set forth in the Company Operating Agreement. Each Member's percentage ownership interest in the capital and profits of the Company shall be as set forth in the Company Regulations. (§608.401(6)(1)).

Upon unanimous written approval of the Members, the Company may from time to time admit new Members to the Company as set forth in the Company Operating Agreement. (§608.407(1)(b)). All such subsequently admitted Members shall have the same rights and privileges as all other Members, including prorata voting rights. The admission of additional Members and the transfer of existing Members' interests shall be reflected in an amendment to these Articles of Organization, executed by the Managers, and shall be filed with the Secretary of State of Florida. (§608.411).

5. **Restrictions on Transfer.** A Member's interest in the Company may not be sold or otherwise transferred without the unanimous written consent of the Members. (§608.432).

6. **Term.** The Company shall exist for a period of fifty (50) years from the date of issuance of its certificate of organization by the Secretary of State of Florida. (§608.407(1)(c)).

7. **Principal Office and Mailing Address.** The principal office and mailing address of the Company shall be located initially at 201 Alhambra Circle, Suite 802, Coral Gables, Florida 33134 or at such other place as the Managers may choose. (§608.407(1)(d)).

8. **Registered Agent.** The name and address of the initial Registered Agent for the Company is Steven C. Cronig, c/o Bailey & Jones, a professional association, 300 Courvoisier Centre, 501 Brickell Key Drive, Miami, Florida 33131-2623. (§608.407(1)(e)).

9. **Management.** Certain enumerated powers shall be vested in one or more Managers, each of whom shall be a Member and shall serve in such capacity for a period of one year beginning with the formation of the Company and thereafter as set forth in the Regulations of the Company. The name and address of the first Manager of the Company is Tamir Rankow, 201 Alhambra Circle, Suite 802, Coral Gables, Florida 33134. (§608.407(1)(f)).

10. **Dissolution.** The power to dissolve the Company shall be reserved to the unanimous written agreement of the Members. (§608.441). Upon the occurrence of any other event (such as death, retirement, resignation, expulsion, dissolution, bankruptcy or withdrawal) which causes the termination of a Member, the remaining Members may, within 90 days of the date such event occurs, unanimously vote to continue the Company's business, in which case the Company shall not dissolve. (§608.407(1)(g)).

11. Voting. (a) Unless provision is made for a higher requirement in connection with any particular matter, all decisions required to be voted upon by the Members shall be decided by the vote of a majority in ownership interest. For purposes of voting rights in connection with this Agreement, the Members' ownership interests shall be proportionate to the initial capital contributions of the Members as set forth in these Articles of Organization, adjusted from time to time if any Member shall make a non-prorata contribution to or withdrawal of Capital. (REV. 4/21/94). The Managers shall have no voting rights, other than in regard to their proportionate ownership interest as Members. (REV. 4/21/94).

(b) The Members of the Company, by a vote of seventy-five percent (75%) in ownership interest, shall have the power to amend, alter, change or repeal any provision of these Articles of Organization in form or substance at any properly announced meeting of the Members. (REV. 4/11).

(c) The Members of the Company, by a vote of seventy-five percent (75%) in ownership interest, shall have the power to amend, alter, change or repeal any provision of the Regulations of the Company in form or substance at any properly announced meeting of the Members. (REV. 4/23).

IN WITNESS THEREOF, the undersigned have made and subscribed these Articles of Organization at Miami, Dade County, Florida for uses and purposes aforesaid this 17th day of September, 1996.



FERNANDO AVILA VALDES

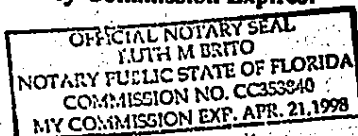
ATLAS COMMERCE CO.
a Florida corporation



By: Tamir Rankow, President

SWORN TO AND SUBSCRIBED BEFORE ME at Miami, Florida this 19th day of September, 1996.

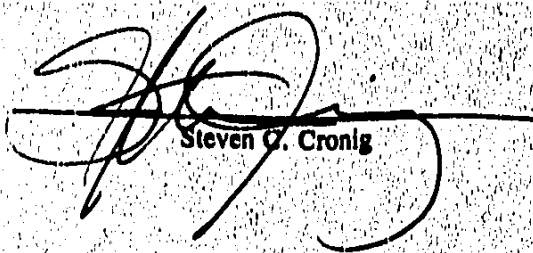
Ruth M. Brito
NAME: RUTH M. BRITO
NOTARY PUBLIC, STATE OF FLORIDA AT LARGE
My Commission Expires:



ACCEPTANCE OF APPOINTMENT BY RESIDENT AGENT

The undersigned, Steven C. Cronig, hereby accepts appointment as the Resident Agent for Global Travel Auditors, L.C. and does agree to accept service of process on behalf of the Company and to forward same to the Company Manager. The undersigned is familiar with and accepts the obligations provided for in Florida Statutes §608.415.

Witness my hand and seal at Miami, Florida this 20th day of September, 1996.


Steven C. Cronig

C:\Doc\United\Global Travel Auditors, L.C., Articles of Organization
File 95-00001 (Tuesday, September 10, 1996)
© 1996 Bailey & Jones

FILED
96 SEP 25 PM 4:18
SECRETARY OF STATE
TALLAHASSEE FLORIDA