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A PARTNERSHIP OF PROFESSIONAL ASSOCIATIONS

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November 21, 1997

Secretary of State  
Bureau of Corporate Records  
Post Office Box 6327  
Tallahassee, Florida 32314  
Attn: Corporations Division

Re: ABL Travel Incentives & Events, L.C.  
Effective Date: Date of Filing

Dear Sir or Madam:

000002355140--1  
-11/24/97-01037-002  
\*\*\*\*285.00 \*\*\*\*285.00

In connection with the formation of the above limited liability company, we have enclosed the following:

1. Two signed originals of the Articles of Organization of ABL Travel Incentives & Events, L.C., including the Acceptance by Registered Agent.
2. Signed Affidavit with the declarations required by Section 608.407(2) Florida Statutes.
3. A check in the amount of \$285.00, payable to the Department of State, to cover the \$250.00 filing fee and the \$35.00 fee for designation of registered agent.

The duplicate copy of the Articles of Organization has been subscribed to and acknowledged by the member in the same manner as the original. Please endorse your approval of the Articles of Organization on the duplicate copy and return it to me at your earliest

Name	convenience
Availability	11/24/97 dec
Document	
Examiner	DCC
Modater	Sincerely,
Updater	Jeffrey M. Koltun
Verifier	JMK:kt
Enclosures	DCC
Acknowledgement	cc. Mr. Ronald Amber
W. P. Verifier	DCC

Please contact me if you have any questions or need additional information.

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NOV 24 AM  
TALLAHASSEE, FLORIDA  
SECRETARY OF STATE

**ARTICLES OF ORGANIZATION  
OF  
ABL TRAVEL INCENTIVES & EVENTS, L.C.**

The undersigned member, acting pursuant to Chapter 608, Florida Statutes, hereby forms a limited liability company in accordance with the laws of the State of Florida and adopts the following Articles of Organization for such limited liability company:

**ARTICLE I - NAME OF LIMITED LIABILITY COMPANY**

The name of this limited liability company is ABL TRAVEL INCENTIVES & EVENTS,  
L.C.

**ARTICLE II - PERIOD OF DURATION**

This limited liability company shall exist perpetually, commencing at the date and time of filing of these Articles of Organization, as evidenced by the Florida Department of State's date and time endorsement.

**ARTICLE III - MAILING ADDRESS AND STREET  
ADDRESS OF PRINCIPAL OFFICE OF LIMITED LIABILITY COMPANY**

The mailing address of this limited liability company is 7041 Grand National Drive, Suite 130, Orlando, Florida 32819, and the street address of the principal office of the limited liability company is 7041 Grand National Drive, Suite 130, Orlando, Florida 32819.

**ARTICLE IV - NAME AND STREET ADDRESS OF INITIAL REGISTERED AGENT**

The name of the initial registered agent of this limited liability company is Jeffrey M. Koltun. The street address of the initial registered agent is 1061 Maitland Center Commons, Suite 106, Maitland, Florida 32751.

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NOV 24 AM 9:38  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

## **ARTICLE V - RIGHT TO ADMIT ADDITIONAL MEMBERS**

Additional members may be admitted only with the unanimous consent of all of the members of this limited liability company. Any person admitted to this limited liability company pursuant to the preceding sentence shall have the rights and powers, and shall be subject to the restrictions and liabilities set forth in these Articles of Organization, the regulations and Chapter 608, Florida Statutes.

## **ARTICLE VI - RIGHT TO CONTINUE BUSINESS UPON OCCURRENCE OF CERTAIN EVENTS**

Upon the death, retirement, resignation, expulsion, bankruptcy, dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in this limited liability company, this limited liability company shall terminate and shall be dissolved, unless the business of this limited liability company is continued by the consent of all the remaining members.

## **ARTICLE VII - MANAGEMENT**

The management of this limited liability company shall be reserved to and be vested in its members, with each member entitled to one vote on all matters affecting this limited liability company. The names and addresses of the managing members are as follows:

### **Name of Managing Member**

### **Address of Managing Member**

Ronald Ambar

7041 Grand National Drive, Suite 130  
Orlando, Florida 32819


American Brazil Lobby Agencia de Viagens, Ltda 7041 Grand National Drive, Suite 130  
Orlando, Florida 32819

## **ARTICLE VIII - PURPOSE**

This limited liability company is organized for the purpose of transacting any or all lawful business for which limited liability companies may be organized under Chapter 608 of the Florida Limited Liability Company Act.

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NOV 24 AM 9:18  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, the undersigned member has executed these Articles of  
Organization this 19<sup>th</sup> day of November, 1997.

  
\_\_\_\_\_  
Ronald Ambar

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97 NOV 24 AM 9:30

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ACCEPTANCE BY REGISTERED AGENT**

Having been named as Registered Agent of ABL TRAVEL INCENTIVES & EVENTS, L.C. and to accept service of process for the foregoing limited liability company at the place designated in these Articles of Organization, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties as registered agent. I am familiar with and accept the duties and obligations of my position as registered agent.

Dated this 19<sup>th</sup> day of November, 1997.

  
\_\_\_\_\_  
Jeffrey M. Koltun

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97 NOV 24 AM 9:30  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

## AFFIDAVIT OF ABL TRAVEL INCENTIVES & EVENTS, L.C.

The undersigned, a member of ABL TRAVEL INCENTIVES & EVENTS, L.C. (the "LLC"), makes the following declarations pursuant to Section 608.407(2), Florida Statutes:

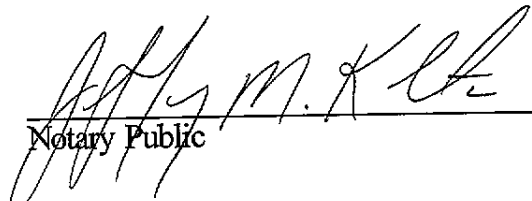
1. The LLC has at least two (2) members.
2. The initial amount of cash contributed by the members is five thousand dollars (\$5,000). No property other than cash will be contributed by the members.
3. It is presently anticipated that the members will make additional contributions to the LLC in the amount of twenty-five thousand dollars (\$25,000). In the event any member makes an additional contribution to the LLC, a supplemental affidavit shall be filed with the Department of State.

  
Ronald Ambar

FILED  
97 NOV 24 AM 9:30  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

STATE OF FLORIDA                   )  
COUNTY OF ORANGE               )

The foregoing AFFIDAVIT OF ABL TRAVEL INCENTIVES & EVENTS, L.C. was acknowledged before me this 19<sup>th</sup> day of November, 1997, by Ronald Ambar, who acknowledged before me that he is a member of the LLC, that he is authorized to and has executed this Affidavit for the purposes of forming a limited liability company pursuant to the provisions of Section 608.407(2), Florida Statutes. Ronald Ambar ☒ is personally known to me, or ☐ has produced \_\_\_\_\_ as identification.

  
Notary Public



JEFFREY M. KOLTUN  
My Comm Exp. 3/24/2001  
Bonded By Service Ins  
No. CC632347  
☒ Personally Known ☐ Other I.D.