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HAROLD E. WOLFE, JR., P.A.

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HAROLD E. WOLFE, JR.*

*ADMITTED TO BARS OF:

FLORIDA
GEORGIA
ALABAMA

* FLORIDA BAR BOARD
CERTIFIED TAX ATTORNEY
* FLORIDA BAR BOARD
CERTIFIED ESTATE
PLANNING AND PROBATE
ATTORNEY

June 10, 1999

VIA U.P.S. OVERNIGHT

Secretary of State
Division of Corporations/Partnerships
409 E. Gaines Street
P.O. Box 6327
Tallahassee, Florida 32314

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***337.50 ***337.50

Re: Luxury Travel, L.C.

Dear Sirs:

Enclosed for filing with the Florida Department of State, Division of Corporations/Partnerships, please find Articles of Organization for Luxury Travel Limited Company. We would appreciate your filing these Articles of Organization with the Florida Secretary of State at your earliest convenience.

We understand that the fees for filing the Articles of Organization for a limited liability company are as follows:

Filing Fee	\$250.00
Certified Copy Fee	52.50
Registered Agent Designation	35.00
Total	\$337.50

We have enclosed our check in the amount of \$337.50 to cover the filing fees. We would appreciate a certified copy of the Articles of Organization being returned to us at the address shown on our letterhead. If there are any problems whatsoever regarding the filing of these Articles of Organization for either limited liability company, please give us a call collect at our number in

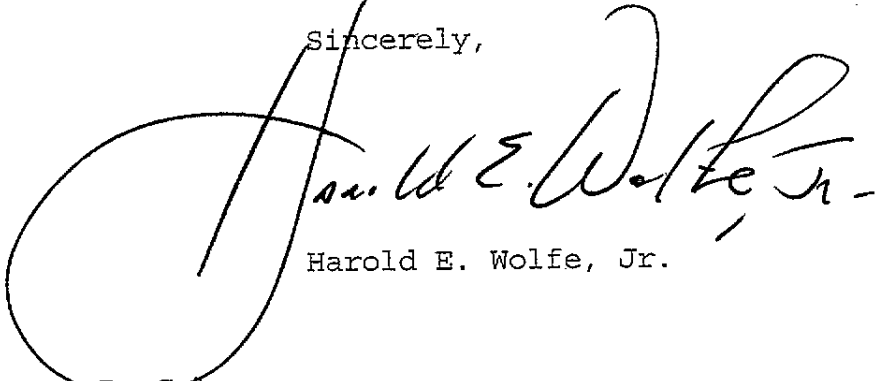
HAROLD E. WOLFE, JR., P.A.

Secretary of State
June 10, 1999
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West Palm Beach.

Should there be other questions, please feel free to call me.

Sincerely,



Harold E. Wolfe, Jr.

HEW:cjt
Encls.

cc: Mr. Gary D. Cole
Mr. John W. Kurtz

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DIVISION OF RECORDS
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ARTICLES OF ORGANIZATION

OF

LUXURY TRAVEL, L.C.

We, the undersigned, hereby form and create a limited liability company pursuant to Chapter 608 and Fla. Stat. §608.407 of the laws of the State of Florida, do hereby execute and adopt these Articles of Organization to be filed with the Florida Department of State and do hereby state and certify the following:

ARTICLE I - NAME OF LIMITED COMPANY

In accordance with Fla. Stat. §608.406, the limited liability company's name shall be " LUXURY TRAVEL, L.C."

ARTICLE II - PERIOD OF DURATION OF LIMITED COMPANY

This limited liability company shall have a duration of ninety-nine (99) years from the effective date of these Articles of Organization. This limited liability company's existence shall begin at the date and time when these Articles of Organization are filed with the Florida Department of State, all in accordance with Fla. Stat. §608.409(1).

ARTICLE III - LOCATION OF PRINCIPAL OFFICE

The mailing and street address of this limited liability company's principal office is as follows:

Mailing Address/Street Address:

13205 U.S. Highway 1, Suite 117

Juno Beach, Florida 33408-2203

ARTICLE IV - REGISTERED OFFICE AND REGISTERED AGENT

The street address of this limited liability company's initial registered address in the State of Florida is 13205 U.S. Highway 1, Suite 500, Juno Beach, Florida 33408. The name of the registered agent at such registered office is JOHN W. KURTZ.

ARTICLE V - ADMISSION OF NEW MEMBERS

Members may admit additional new Members in compliance with the terms and conditions of this article. A new Member may be admitted into this limited liability company only if (i) such new Member acquires ownership units in this limited liability company, (ii) any first refusal rights or other restrictions on ownership unit transferability granted under any operating agreement then in effect governing this limited liability company are complied with, (iii) such new Member agrees to comply with any operating agreement then in effect governing this limited liability company and (iv) such new Member executes such instruments as the other Members determine are necessary or desirable to effect such admission and to confirm the agreement of the person or entity being admitted as a new Member to be bound by all the covenants, terms and conditions of these Articles of Organization and any operating agreement then governing this limited liability company then in effect. Said new Member shall receive a capital interest and an interest in the net profits and net losses and cash flow of this limited liability company in an amount commensurate with the formula prescribed in Article VIII hereof.

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ARTICLE VI - CONTINUATION OF BUSINESS

The remaining Members of this limited liability company are specifically given the right to continue the business upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a Member or the occurrence of an event which terminates the continued membership of a Member in this limited liability company; it being the intent of the Members hereunder that the existence of this limited liability company be for the term of years set forth in Article II hereof.

ARTICLE VII - COMPOSITION OF MANAGEMENT

This limited liability company is to be managed by two managers. ROBERT CREASEY shall serve as Chief Managing Officer and shall oversee the overall direction of the company. GARY D. COLE shall serve as Chief Managing Operating Officer and shall oversee the company's day-to-day affairs. The names and addresses of such managers as aforesaid who shall serve until Successor Managers are elected and qualified are as follows:

<u>Names of Manager</u>	<u>Address</u>
ROBERT T. CREASEY	140 Intracoastal Pointe Drive Suite 203 Jupiter, FL 33477
GARY D. COLE	13205 U.S. Hwy 1 Suite 117 Juno Beach, Florida 33408-2203

If this limited liability company subsequently adopts an operating agreement, such operating agreement shall specify the method of electing managers and designating successors to any managers of

this limited liability company.

ARTICLE VIII - OWNERSHIP UNITS

The maximum number of ownership units that this limited liability company is authorized to have outstanding is one million (1,000,000) units, all of which shall be identical units. This limited liability company is not obligated to issue all of its authorized outstanding units but rather may issue to initial Members a portion of its authorized ownership units and reserve a portion of such ownership units for future authorization to future Members, if any. Each of such ownership units shall represent the ownership of that percentage of the total units outstanding at any time as is the equivalent of the ratio in which one is the numerator and the total number of units outstanding is the denominator. Each Member shall receive a capital interest and an interest in the net profits and net losses and cash flow of this limited liability company in an amount equal to that ratio in which one is the numerator and the total number of units outstanding is the denominator.

ARTICLE IX - PURPOSE OF LIMITED LIABILITY COMPANY

The purpose for which this limited liability company is formed is to engage in any lawful acts or other activities for which limited liability companies may be formed under Chapter 608 of the Florida Statutes. Additionally, this limited liability company shall engage in providing travel and recreational services including airline, cruise, travel and other bookings and other

similar type services.

ARTICLE X - OPERATING AGREEMENT

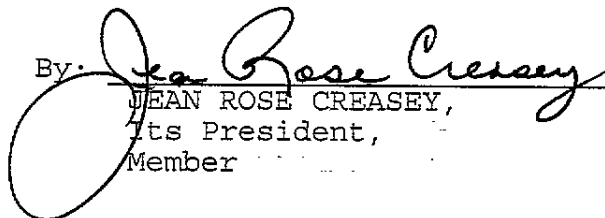
Upon the unanimous written consent of all members hereto, this limited liability company may adopt an "Operating Agreement" which shall govern the operations of this limited liability company, shall prescribe the method for electing managers and designating successors, shall, if the Members so elect, grant first refusal rights or other restrictions on ownership unit transferability and govern legal arrangements among Members. Nothing in these Articles of Organization shall compel the Members to adopt such an Operating Agreement unless they deem same desirable.

IN WITNESS WHEREOF, the undersigned, members of this limited liability company have executed these Articles of Organization on this 10TH day of June, 1999.

LUXURY TRAVEL, L.C.

JEAN ROSE TRAVEL, INC.,
Member

By:


JEAN ROSE CREASEY,
Its President,
Member

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ATLANTIC COAST TRAVEL
SERVICES, INC., Member

By:



GARY D. COLE,
Its President,
Member

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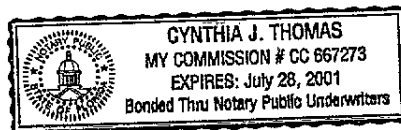
STATE OF FLORIDA)
) SS.
COUNTY OF PALM BEACH)

BEFORE ME personal appeared JEAN ROSE CREASEY, President of Jean Rose Travel, Inc., a Member of this liability company, the signor who personally appeared before me at the time of this notarization, and is personally known to me or has produced driver's license as identification and is known to be the person described in and who executed the foregoing instrument and acknowledged to and before me that he executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal this 10th day of June, 1999.

Cynthia J. Thomas
Notary Public
State of Florida at Large
My Commission No. is:

My Commission Expires:



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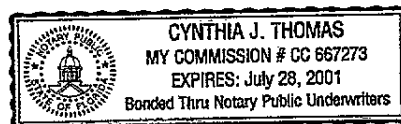
STATE OF FLORIDA)
) SS.
COUNTY OF PALM BEACH)

BEFORE ME personal appeared GARY D. COLE, President of Atlantic Coast Travel Services, Inc., a Member of this liability company, the signor who personally appeared before me at the time of this notarization, and is personally known to me or has produced driver's license as identification and is known to be the person described in and who executed the foregoing instrument and acknowledged to and before me that he executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal this 10th day of June, 1999.

Cynthia J. Thomas
Notary Public
State of Florida at Large
My Commission No. is:

My Commission Expires:



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AFFIDAVIT ATTACHED TO ARTICLES OF ORGANIZATION

STATE OF FLORIDA)
) SS.
COUNTY OF PALM BEACH)

BEFORE ME personally appeared GARY D. COLE, President of Atlantic Coast Travel Services, Inc., a Member of this limited liability company, who, after being duly sworn, deposes and says under oath as follows:

1. This limited liability company has at least two Members.

2. The amount of cash and a description and agreed value of property other than cash contributed by the Members and the amount anticipated to be contributed by Members are as follows:

	<u>Actual Contributions</u>	
<u>Member</u>	<u>Actual Cash Contributed</u>	<u>Agreed Value of Property Contributed</u>
Jean Rose Travel, Inc.	\$1,000	\$-0-
Atlantic Coast Travel Services, Inc.	\$1,000	\$-0-

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TALLAHASSEE, FLORIDA

	<u>Anticipated Contributions</u>	
<u>Member</u>	<u>Cash Contributed</u>	<u>Agreed Value of Property To Be Contributed</u>
Jean Rose Travel, Inc.	\$-0-	\$-0-

Atlantic Coast Travel
Services, Inc.

\$-0-

\$-0-

IN WITNESS WHEREOF, the undersigned, a Member of this limited
liability has executed this Affidavit on this 10TH day
of June, 1999.

ATLANTIC COAST TRAVEL
SERVICES, INC.

By:

Gary D. Cole
GARY D. COLE,
Its President, Member

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STATE OF FLORIDA)
) SS.
COUNTY OF PALM BEACH)

BEFORE ME personal appeared GARY D. COLE, the signor who personally appeared before me at the time of this notarization, and is personally known to me or has produced driver's license as identification and is known to be the person described in and who executed the foregoing instrument and acknowledged to and before me that he executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal this 10th day of June, 1999.

Cynthia J. Thomas
Notary Public
State of Florida at Large
My Commission No. is:

My Commission Expires:



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DIVISION OF RECORDS
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CERTIFICATION DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

In compliance with Section 48.061, Florida Statutes, the following is submitted:

That LUXURY TRAVEL, L.C. desiring to organize or qualify under the laws of the State of Florida as a limited liability company with its principal place of business in the City of Juno Beach, State of Florida, has named JOHN W. KURTZ, located at 13205 U.S. Highway 1, Suite 500, Juno Beach, Florida 33408, as its agent to accept service of process.

Signature: _____

Gary D. Cole
GARY D. COLE, President
of Atlantic Coast Travel
Services, Inc.

Title: Incorporating Member

Date: _____

June 10, 1999

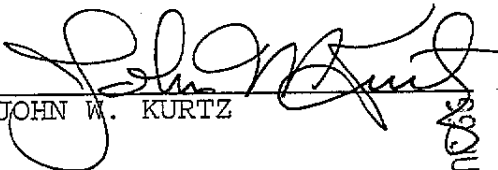
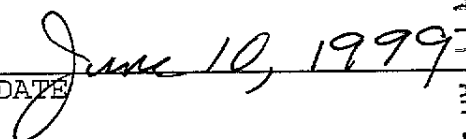
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DIVISION OF CORPORATIONS

ACCEPTANCE OF APPOINTMENT BY REGISTERED AGENT

Pursuant to the provisions of the Florida Limited Liability Company Act, Chapter 608 of the Florida Statutes, the undersigned does hereby accept his appointment as Registered Agent on whom process may be served within the State of Florida for this limited liability company named in the foregoing Articles of Organization and by affixing such Registered Agent's signature below states that he is familiar with, and accepts the obligations of that position.

REGISTERED AGENT:


JOHN W. KURTZ

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DIVISION OF CORPORATIONS