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NAME: NATIONAL ASSOCIATION OF SELELEN OF TRAVEL ALLIANCE. I

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FLORIDA DEPARTMENT OF STATE
Sandra B. Morham
Secretary of State

June 3, 1995

EMPIRE CORPORATE KIT COMPANY

MIAMI, FL

SUBJECT: NATIONAL ASSOCIATION OF SELLER OF TRAVEL ALLIANCE, INC.
REF: W95000011617

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

Section 617.0803, Florida Statutes, requires that the board of directors never have fewer than three directors.

Section 617.0202(d), Florida Statutes, requires the manner in which directors are elected or appointed be contained in the articles of incorporation. A statement making reference to the bylaws is acceptable.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6934.

Loria Poole
Corporate Specialist

FAX Aud. #: H95000006275
Letter Number: 495A00028175

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

ARTICLES OF INCORPORATION
OF
NATIONAL ASSOCIATION OF SELLER OF TRAVEL ALLIANCE, INC.
(A corporation not for profit)

I, the undersigned, with other persons being desirous of forming a corporation not for profit under the provisions of Chapter 617 of the Florida Statutes, do agree to the following:

The name of the corporation is NATIONAL ASSOCIATION OF SELLER OF TRAVEL ALLIANCE, INC.

ARTICLE II. STATEMENT OF CORPORATE NATURE

This is a non-profit corporation organized solely for general business purposes pursuant to the Florida Not for Profit Corporation Act, as set forth in Section 617 F.S.

ARTICLE III. TERM

This not for profit corporation shall commence its existence as of the date of filing these Articles, and its existence shall be perpetual.

ARTICLE IV. PURPOSES

(a) The primary purposes for which this corporation is organized are to furnish its members with current information in reference to all Florida Statutes, and to represent the members before the Florida Legislature and/or Legislative Committee in reference to any pending proposed Statutes which would be applicable to the members' status as a Seller of Travel.

BERNARD BERMAN
888 S. Andrews Ave. Suite 203-B
Ft. Lauderdale, Fl. 33316
(305) 522-3077
Florida Bar No: 005677

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Also, to represent the members in reference to any proposed regulations being promulgated by the State of Florida, Department of Agriculture and Consumer Services, Division of Consumer Services, and also to furnish its members with all recently adopted current regulations of the FDACS.

(b) To carry out all or any part of the foregoing objects and purposes as principal, agent, or otherwise, either alone or in conjunction with any person, firm, association, or other corporation, and in any part of the world; and for the purpose of obtaining or furthering any of its objects or purposes, to make and perform such contracts of any kind and description, and to do such acts and things, and to exercise any and all such powers, as a natural person could lawfully make, perform, do or exercise, provided that the same shall not be inconsistent with the laws of the State of Florida.

ARTICLE V. MEMBERSHIP AND MANNER OF ADMISSION

The membership of this corporation shall constitute all persons hereinafter named as incorporators and such other persons, as from time to time hereafter may become members, in the manner provided in the by-laws to be adopted by the corporation.

ARTICLE VI. DEDICATION OF ASSETS

The property of this corporation is irrevocably dedicated to the specific and general purposes of the corporation.

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ARTICLE VII. INCORPORATORS

The name and residence address of the incorporator of this corporation is as follows:

Brian Ward Kelly
39 Turner Place Apt. B-8
Brooklyn, New York 11218

ARTICLE VIII. LOCATION OF INITIAL REGISTERED OFFICE
AND NAME OF INITIAL REGISTERED AGENT

The street address of the initial registered office of the corporation is 888 South Andrews Avenue, Suite 203-B, Ft. Lauderdale, Broward County, Florida 33316.

The name of the initial registered agent at such address is Bernard Herman. I hereby accept service for process as registered agent.

Accepted: Bernard Herman

ARTICLE IX. INITIAL DIRECTORS

There shall be three (3) directors constituting the initial Board of Directors.

The name and address of each person who is to serve as an initial director, manager, or trustee is:

Brian Ward Kelly
39 Turner Place Apt. B-8
Brooklyn, New York, 11218

Leonard John Collins
2765 West Cypress Creek Road
Ft. Lauderdale, Florida 33309

Bernard Herman
888 S. Andrews Ave.
Suite 203-B
Ft. Lauderdale, Fl. 33316

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ARTICLE X. MANAGEMENT OF CORPORATE AFFAIRS

(a) Board of Directors:

The powers of this corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Directors. The number of directors of the corporation shall be no less than three (3). Any additional directors may be elected by the members pursuant to the by-laws of the corporation.

(b) Corporate Officers:

The Board of Directors shall elect the following officers: President, Vice President, Secretary and Treasurer, and such other officers as the bylaws of the corporation may authorize the directors to elect from time to time. Such officers shall be initially elected at the first annual meeting of the Board of Directors. Until such election is held, the following persons shall serve as corporate officers:

President: Brian Ward Kelly

Secretary/Treasurer: Leonard John Collins

I, the undersigned, being the incorporator of this corporation, for the purpose of forming this non-profit corporation under the laws of the State of Florida have executed these articles on this 26 day of May, 1995.

Brian W. Kelly
Incorporator

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STATE OF NEW YORK }
COUNTY OF *KINGS* }

I HEREBY CERTIFY that on this day, before me, a Notary Public, duly authorized in the State and County named above to take acknowledgments,, personally appeared Brian Ward Kelly, to me well known to be the person described as the incorporator in and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he subscribed to these Articles of Incorporation.

WITNESS my hand and official seal in the County and State named above, this 26th day of MAY, 1995.

[Signature]
NOTARY PUBLIC

My Commission expires:

JOSEPH J. MASQUAIN
Notary Public, State of New York
No. 30-7873580
Qualified in Nassau County
Commission Expires FEB 22, 1997

FILED
05 JUN -8 PM 4:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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