

PO#0000004387

WOMBLE  
CARLYLE  
SANDRIDGE  
& RICE  
A PROFESSIONAL LIMITED  
LIABILITY COMPANY

Atlanta  
1201 West Peachtree Street  
Suite 3500  
Atlanta, GA 30309

Telephone: (404) 872-7000  
Fax: (404) 888-7490  
Web site: www.wcsr.com

Sylvester Harris, Jr.  
Direct Dial: 404-888-7494  
Direct Fax: 404-870-4867  
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January 6, 2000

Division of Corporations  
Florida Secretary of State  
409 East Gaines Street  
Tallahassee, FL 32399

3000003091969-1  
-01/07/00--01078--018  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Re: Promo Travel International, Inc.

Dear Sir or Madam:

Please accept the enclosed Articles of Incorporation of **Promo Travel International, Inc.** for filing so that the corporations may proceed with necessary business. I have included one original and two conformed copies of the Articles of Incorporation, Registered Agent Acknowledgment, and our firm's check in the amount of \$78.75 to cover the cost of filing.

Please forward the certified copies of the Articles of Incorporation to my attention in the enclosed federal express envelop. **Time is of the essence.**

Thank you for your assistance, and please do not hesitate to call me with any questions.

Sincerely,

WOMBLE CARLYLE SANDRIDGE & RICE, PLLC

*Sylvester Harris Jr.*

Sylvester Harris, Jr.  
Corporate Paralegal

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Enclosures  
cc:

34685.0002.6\*::ODMA\PCDOCS\ATLANTA\180366\1  
Rev. January 6, 2000

T. Burch JAN 13 2000.

**ARTICLES OF INCORPORATION**  
**OF**  
**PROMO-TRAVEL INTERNATIONAL, INC.**

FILED  
00 JAN -7 PM 2:50  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**Article 1. Name.** The name of the Corporation is **PROMO-TRAVEL INTERNATIONAL, INC.**

**Article 2. Duration.** The Corporation shall commence corporate existence on the date of filing of these Articles of Incorporation with the Secretary of State of Florida and the period of duration of the Corporation shall be perpetual.

**Article 3. State of Organization.** The Corporation is organized pursuant to the provisions of the Florida Business Corporation Act (the "Act").

**Article 4. Principal Office.** The principal place of business shall be located at 1635-B, Royal Palm Drive South, Gulfport, Pinellas County, Florida 33707.

**Article 5. Purposes.** The nature of the business of the Corporation and its objects, purposes and powers are:

- (a) To engage in the business of travel promotions; and
- (b) To engage in any lawful activity the Act permits.

**Article 6. Capital Stock.** The total number of shares of all classes of stock which the Corporation shall have authority to issue is not more than 10,000 shares of common capital stock, of no par value per share (the "Common Stock").

**Article 7. Registered Office and Registered Agent.** The initial registered office of the Corporation shall be located at 1635-B Royal Palm Drive South, Gulfport, Pinellas County, Florida 33707. The initial registered agent of the Corporation at such address shall be Charles S. Mintz.

**Article 8. Initial Directors.** The initial Board of Directors shall consist of two (2) members whose names and addresses are set forth below.

Mr. Charles S. Mintz  
1635-B Royal Palm Drive South  
Gulfport, Florida 33707

Mr. David I. Alpert  
1635-B Royal Palm Drive South  
Gulfport, Florida 33707

The initial Board of Directors shall serve as directors until the first annual meeting of the shareholders or until their successors are elected and qualified.

**Article 9. Incorporator.** The name and the address of the Incorporator is:

Tina A. DeNapoli  
1201 West Peachtree Street, N.E., Suite 3500  
Atlanta, Georgia 30309-3574

**IN WITNESS WHEREOF**, the undersigned has executed these Articles of Incorporation.

  
TINA A. DeNAPOLI, Incorporator

**CERTIFICATE DESIGNATING PLACE OF BUSINESS FOR  
THE SERVICE OF PROCESS WITHIN FLORIDA AND  
REGISTERED AGENT UPON WHOM PROCESS MAY BE SERVED**

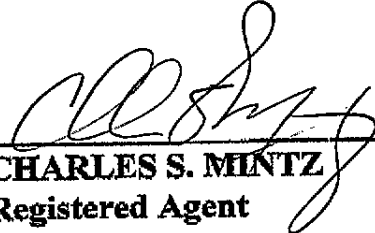
In compliance with Sections 48.091 and 607.0505, Florida Statutes, the following is submitted:

**PROMO-TRAVEL INTERNATIONAL, INC.** (the "Corporation") desiring to organize as a domestic corporation or qualify under the laws of the State of Florida with its principal place of business at 1635-B Royal Palm Drive South, Gulfport, Florida 33707, has named and designated Charles S. Mintz with his registered office located at 1635-B Royal Palm Drive South, Gulfport, Florida 33707, as its Registered Agent to accept service of process within the State of Florida.

**ACKNOWLEDGMENT**

Having been named as Registered Agent for **PROMO-TRAVEL INTERNATIONAL, INC.** (the "Corporation") at the place designated in this Certificate, I hereby agree to act in this capacity; and I am familiar with and accept the obligations of Section 607.0505, Florida Statutes, as the same may apply to the Corporation; and I further agree to comply with the provisions of Florida Statutes, Section 48.091 and all other statutes, all as the same may apply to the Corporation relating to the proper and complete performance of my duties as Registered Agent.

Dated this 6<sup>th</sup> day of January, 2000.

  
**CHARLES S. MINTZ**  
Registered Agent

00 JAN -7 PM 2:50  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA