

P000000033865

LAW OFFICE
MARC L. BARBAKOFF
2450 N.E. MIAMI GARDENS DRIVE
SECOND FLOOR
MIAMI, FLORIDA 33180-2717

ADMITTED IN FLORIDA AND NEW YORK

DADE (305) 935-0177
BROWARD (954) 761-7227

March 29, 2000

VIA UPS/NEXT DAY AIR

200003190732--0
-03/30/00--01102--010
*****78.50 *****78.50

Secretary of State
Division of Corporations
409 East Gaines Street
"The Old Jail"
Tallahassee, Florida 32301

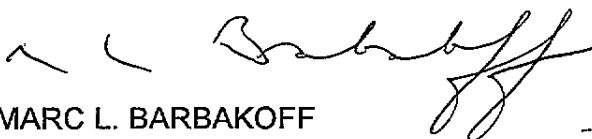
Re: ByeByeNow.Com Travel, Inc.

Dear Sir or Madam:

Enclosed please find articles of incorporation to be filed with your office. I have enclosed my check in the amount of \$78.50. I would appreciate receiving a certified copy of the articles.

If you have any questions or concerns please do not hesitate to contact me.

Very truly yours,


MARC L. BARBAKOFF

MLB/ag
Enclosures
cc: Mr. John Boyce
c/o ByeByeNow.Com Travel, Inc.

FILED
00 MAR 30 AM 9:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

H-4
100

**Articles of Incorporation
of
ByeByeNow.Com Travel, Inc.**

FILED
00 MAR 30 AM 9:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

WE, the undersigned, hereby associate ourselves together for the purpose of becoming a corporation under the laws of the State of Florida, Chapter 607, providing for the formation of a corporation for profit, with the powers, rights, privileges and immunities hereinafter mentioned, and we hereby make, subscribe and acknowledge and file with the Secretary of State of Florida these Articles of Incorporation; and to that end we do, by these Articles set forth:

ARTICLE ONE - NAME

The name of this corporation is **ByeByeNow.Com Travel, Inc.**

ARTICLE TWO - DURATION

The corporation shall have a perpetual existence.

ARTICLE THREE - PURPOSE

The purpose of this corporation is to engage in any activity or business allowed and permitted to be done by corporations under the statutes of the State of Florida. The corporation shall transact and carry on any business hereinafter mentioned, and all other lawful business not herein delineated, as the need arises, as fully and to the same extent as natural persons might or could do, to wit:

- (A) Franchisor of travel agencies; and all related travel agency activities.

(B) To purchase, lease, conduct, operate and negotiate to purchase or lease, and to maintain: vehicles; a store or stores; offices, warehouse or other premises for sales; distribution centers; warehousing; telephone facilities; storage centers; or other outlets for the purpose of conducting the business of the corporation.

(C) Generally, to make and perform contracts of any kind and description, and for the purpose of attaining any of the objectives of the corporation, to do and perform any other acts and things and to exercise any and all powers which a co-partnership or a natural person could do and exercise and which are now, or hereafter may be authorized by law, and generally do and perform any and all things necessary or incidental to the performing or carrying out of the powers hereinabove specifically delegated or implied or things which are necessary or desirable in order to accomplish them.

ARTICLE FOUR - CAPITAL STOCK

The aggregate number of share which the corporation is authorized to issue is 1,000 shares of common stock. Such shares shall be of a single class and shall have a par value of 10 cents. All said stock shall be payable in cash, property, labor or services at a just valuation to be fixed by the Board of Directors at a meeting called for that purpose; labor or services may be purchased or paid for with the capital stock at a just valuation to be fixed by the Board of Directors at a meeting called for that purpose.

ARTICLE FIVE - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial Principal Office of the corporation is 1101 Park Central Boulevard South - Suite 1800 Pompano Beach, Florida 33064. The Registered

Agent shall be John E. Boyce, whose address is 1101 Park Central Boulevard South - Suite 1800 Pompano Beach, Florida 33064.

ARTICLE SIX - INITIAL BOARD OF DIRECTORS

The number of directors constituting the initial Board of Directors is three (3). The number of directors may be increased or decreased from time to time in accordance with the By-laws but shall never be less than one. The name and address of each initial director of the corporation is as follows:

<u>Name</u>	<u>Address</u>
Peter Kowal	1101 Park Central Boulevard South Suite 1800 Pompano Beach, Florida 33064
Guy Pepper	1101 Park Central Boulevard South Suite 1800 Pompano Beach, Florida 33064
Doug Ziemer	1101 Park Central Boulevard South Suite 1800 Pompano Beach, Florida 33064

ARTICLE SEVEN - INCORPORATORS

The name and address of each incorporator is as follows:

<u>Name</u>	<u>Address</u>
John E. Boyce	1101 Park Central Boulevard South Suite 1800 Pompano Beach, Florida 33064

ARTICLE EIGHT - INITIAL OFFICERS

Peter Kowal	President
Robert H. Hacker	Treasurer
Doug Ziemer	Secretary

ARTICLE NINE - DIRECTORS' AUTHORITY TO FIX COMPENSATION

Directors shall have authority to fix the compensation unless otherwise provided in the Articles of Incorporation or Bylaws (FS § 607.111).

ARTICLE TEN - PRE-EMPTIVE RIGHTS

Each shareholder of this corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in this corporation that may from time to time be issued (whether or not presently authorized), including shares from the treasury of this corporation, in the ratio that the number of shares he holds at the time of issue bears to the total number of shares outstanding, exclusive of treasury shares. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares pre-empted within thirty (30) days of receipt of a notice in writing from the corporation, stating the prices, terms and conditions of the issue of shares, and inviting him to exercise his pre-emptive rights. This right may also be waived by affirmative written waiver submitted by the shareholder to the corporation within (30) days of receipt of notice from the corporation.

ARTICLE ELEVEN - DIRECTOR QUORUM AND VOTING

Only fifty (50%) percent of the directors shall constitute a quorum for a meeting of the directors of this corporation. If a quorum is present, the affirmative vote of fifty (50%)

percent of the directors present or, if a director or directors have abstained from voting because of an interest in the matter to be voted upon, the affirmative vote of fifty (50%) percent of the directors present and voting, shall be the act of the Board of Directors.

ARTICLE TWELVE - DIRECTOR CONFLICT OF INTEREST

A. No contract or other transaction between a corporation and one or more of its directors, or between a corporation and any other corporation, firm, association or other entity, in which one or more of its directors are directors or officers, or are financially interested, shall be either void or voidable for this reason alone or by reason alone that such director or directors are present at the meeting of the board of directors or of a committee thereof which approves such contract or transaction, or that his or their votes are counted for such purpose:

1. If the fact of such common directorship, officership or financial interest is disclosed or known to the board or committee, and the board or committee approves such contract or transaction by vote sufficient for such purpose without counting the vote or votes of such interested director or directors; or;

2. If such common directorship, officership or financial interest in disclosed or known to the shareholders entitled to vote thereof, and such contract or transaction is approved by vote of the shareholders; or

3. If the contract or transaction is fair and reasonable as to the corporation at the time it is approved by the board, a committee or the shareholders.

B. Common or interested directors may be counted in determining the presence

of a quorum at a meeting of the board of directors or of a committee which approves such contract or transaction.

ARTICLE THIRTEEN-AMENDMENT OF ARTICLES AND BYLAWS

The power to adopt, alter, amend or repeal the Articles of Incorporation and Bylaws of this corporation shall be vested in the board of directors by a two third (2/3) vote.

ARTICLE FOURTEENTH-REMOVAL OF DIRECTORS

At a meeting of shareholders called expressly for that purpose, any one director, or the entire board of directors, may be removed, with or without cause, by a vote of the holders of fifty-one percent (51%) of the shares then entitled to vote at an election of directors.

IN WITNESS WHEREOF, the undersigned has signed these Articles of Incorporation on this 28th day of October, 2000.

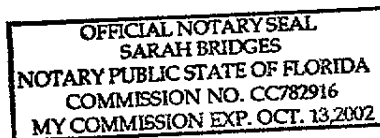
John E. Boyce
John E. Boyce, Incorporator

STATE OF FLORIDA)
) SS
COUNTY OF BROWARD)

The foregoing instrument was acknowledged before me this 28th day of March 2000 by John E. Boyce, who is:

☒ personally known, **OR**
☐ has produced _____ as identification.

Sarah Bridges
NOTARY PUBLIC STATE OF FLORIDA



FILED
00 MAR 30 AM 9:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**CERTIFICATE OF DESIGNATION PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON
WHOM PROCESS MAY BE SERVED**

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

That **ByeByeNow.Com Travel, Inc.**, desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation at the City of Pompano, County of Broward, and the State of Florida, has named John E. Boyce, 1100 Park Central Blvd., South, Suite 1800, Pompano Beach, Fl. 33064 as its agent to accept service of process within its State.


John E. Boyce, INCORPORATOR

DATED: 3/28/00

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said office.


John E. Boyce- REGISTERED AGENT

DATED: 3/28/00