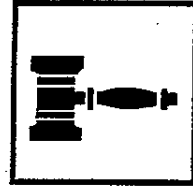


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October 6, 2000

Department of State
Division of Corporations
Corporate Records Bureau
P.O. Box 6327
Tallahassee, Florida 32301

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-10/10/00--01051--015
*****78.75 *****78.75

Re:

Premium Travel Inc

Gentleman/Madam:

Enclosed is an original and one copy of Articles of Incorporation for the above named Corporation. In addition, a check in the sum of \$ 78.75 is enclosed for filing.

Please file the original of the enclosed Articles of Incorporation and return to the undersigned.

Yours very truly,

Connie L. Embury
Connie L. Embury

FILED
00 OCT 10 PM 2:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

11-01

ARTICLES OF INCORPORATION
OF
PREMIUM TRAVEL INC.

FILED
00 OCT 10 PM 2:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, INCORPORATORS, for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE I - NAME

The name of the corporation shall be: PREMIUM TRAVEL INC.
The principal place of business of this corporation shall be:
4200 N.W. 16th Street, Lauderhill, Florida 33313.
The mailing address shall be: 3850 Country Club Drive, Orlando,
Florida 32808.

ARTICLE II - NATURE OF BUSINESS

This corporation may engage in or transact any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation.

ARTICLE III - CAPITAL STOCK

The aggregate number of shares of stock and its value that this corporation is authorized to have outstanding at any one time is:
One Hundred (100) shares at no par value.

ARTICLE IV - TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE V OFFICERS DIRECTORS

The names and street addresses of the initial officers and directors, if any, who shall hold office the first year of the corporation's existence or until their successor is elected, are:

RAYMOND RANDOLPH
1475 Cedarwood
Piscataway, New Jersey 08854

KAREN RANDOLPH
1475 Cedarwood
Piscataway, New Jersey 08854

ARTICLE VI INCORPORATORS

The names and street addresses of the incorporators to these Articles of Incorporation are:

RAYMOND RANDOLPH
1475 Cedarwood
Piscataway, New Jersey 08854

KAREN RANDOLPH
1475 Cedarwood
Piscataway, New Jersey 08854

IN WITNESS WHEREOF, the undersigned incorporators has executed these Articles of Incorporation this 4th day of October, 2000.

Raymond Randolph
RAYMOND RANDOLPH
Incorporator

Karen Randolph
KAREN RANDOLPH
Incorporator

CERTIFICATE OF DESIGNATION

REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.325, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation: PREMIUM TRAVEL INC.
2. The name and address of the registered agent and office is:
RAYMOND RANDOLPH of 4200 N.W. 16th Street, Lauderhill, Florida
33313.

Raymond Randolph
RAYMOND RANDOLPH
Pres
Title: _____
10/4/00
Date: _____

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION. AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325, FLORIDA STATUTES.

Raymond Randolph
RAYMOND RANDOLPH
Registered Agent:
Date: 10/4/00