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ROBERT W. GROTH
ADMITTED IN FLORIDA,
MINNESOTA AND THE
U.S. SUPREME COURT

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November 3, 2000

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

700003452917--5
-11/06/00-01067-014
*****78.75 *****78.75

RE: Articles of Incorporation of
HOTWIRE, INC.

Dear Sir:

I have enclosed an original and one copy of the Articles of Incorporation and the Certificate of Designation, Registered Agent/Registered Office for Hotwire, Inc. for filing with you office. In addition, a check in the amount of \$78.75 has been included to cover the following fees:

Filing Fees	\$35.00
Certificate of Status/Fact	\$ 8.75
Registered Agent/Designation	<u>\$35.00</u>
	\$78.75

Please return a "filed" stamped copy of the Articles to this office at your earliest convenience. A return envelope is provided for your convenience.

Yours very truly,


ROBERT W. GROTH
RWG/bav

cc William D. Stackpoole

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

11-6
190

ARTICLES OF INCORPORATION
OF
HOTWIRE, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

ARTICLE I

The name of this corporation is HOTWIRE, INC.

ARTICLE II

The principal place of business and mailing address of this corporation shall be:
1100 6TH Avenue South, Suite 229A, Naples, FL 34102

ARTICLE III

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

25,000 Common Shares with \$1.00 par value per share.

ARTICLE IV

The name of the corporation's initial registered agent and the address of the initial registered office of this corporation is as follows:

William D. Stackpoole
1100 6th Avenue South, Suite 229A
Naples, Florida 34102

ARTICLE V

The Board of Directors shall have the authority to make, repeal, amend or alter all By-Laws of this corporation, subject to the powers of the shareholders to change or repeal such By-Laws.

ARTICLE VI

These Articles of Incorporation may be amended only upon a majority vote of all shareholders of record, or by at least seventy-five per cent (75%) of the shareholders voting at a meeting, providing written notice of such proposed amendments hall have been given to all shareholders of record entitled to vote thereon at least ten (10) days prior to the meeting.

ARTICLE VII

No shares of stock held or registered in the name of any shareholder shall be sold, disposed of or in any way transferred by him or his heirs, legal representatives, mortgagee, pledgees, trustee or receiver in bankruptcy or by any officer of the law under execution or attachment unless and until the same shall have been first offered to the corporation in accordance with the provisions of the By-Laws of this Corporation.

A true copy of the preceding portion of Article VII shall be printed upon each certificate of stock issued by this corporation.

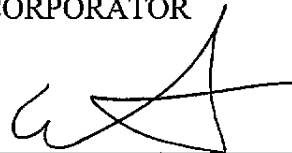
ARTICLE VIII

The name and address of the incorporator to these Articles of Incorporation is as follows:

William D. Stackpoole
2270-D Anchorage Lane
Naples, Florida 34104

The undersigned has executed these Articles of Incorporation this 3rd day of November, 2000.

INCORPORATOR

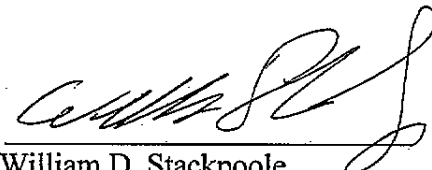


William D. Stackpoole

ACCEPTANCE BY REGISTERED AGENT

Having been named as the registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties and I am familiar with and accept the obligations of my position as registered agent.

Date: 11-3-00

By: 
William D. Stackpoole

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TALLAHASSEE, FL 32399