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November 7, 2000

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

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-11/14/00--01009--015  
\*\*\*140.00 \*\*\*\*\*70.00

Re: Articles of Incorporation

Dear Sir/Madam:

Enclosed please find the following in connection with the above-referenced matter:

1. Two originals of executed Articles of Incorporation of TravelQuotes, Inc.; and
2. Two originals of executed Articles of Incorporation of Travel Quotes, Inc.;

Also enclosed is our check in the amount of \$140.00 payable to the Secretary of State which covers the \$35.00 registered agent fee and \$35.00 filing fee for these two corporations.

Sincerely,

JOHN R. ALLISON, III

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Enclosures as indicated

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

F. CHESTER

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ARTICLES OF INCORPORATION

OF

TRAVEL QUOTES, INC.

Each undersigned incorporator of these Articles of Incorporation hereby presents these Articles of Incorporation to the Secretary of State of the State of Florida for the formation of a Corporation under the laws of the State of Florida.

ARTICLE I

The name of the Corporation is:

TRAVEL QUOTES, INC.

ARTICLE II

The maximum number of shares of stock that the Corporation is authorized to have outstanding at any time is 100 shares of \$5.00 Dollar par value common stock.

ARTICLE III

A. This Corporation is to exist perpetually.

B. The corporate existence of this Corporation shall commence on the filing of these Articles with the Secretary of State, State of Florida.

ARTICLE IV

The name of the initial registered agent and the street address of the initial registered office are as follows:

Registered Agent

John R. Allison, III

Address of Registered Office

100 S.E. Second Street  
Suite 3350  
Miami, Florida 33131-2151

ARTICLE V

The name and post office address of each incorporator to these Articles of Incorporation shall be:

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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Name

Address

John R. Allison, III

100 S.E. Second Street  
Suite 3350  
Miami, Florida 33131

**ARTICLE VI**

The initial By-Laws shall be adopted by the Corporation's first Board of Directors. Thereafter, the power to alter, amend, or repeal the By-Laws shall be vested in the stockholders and the directors of the Corporation in the manner set forth in the By-Laws.

**ARTICLE VII**

The Corporation shall have one (1) director initially. Thereafter the number of directors may be increased or decreased in the manner set forth in the By-Laws, but in no event shall there be less than one director, nor more than seven (7) directors.

**ARTICLE VIII**

The principal office and the mailing address of the Corporation shall be as follows: 100 S.E. Second Street, Suite 3350, Miami, Florida 33131.

**ARTICLE IX**

The Corporation shall indemnify any officer or director or any former officer or director to the fullest extent permitted by law.


**ARTICLE X**

At each election for directors, each stockholder entitled to vote at such election shall have the right: to cumulate his votes by giving one candidate as many votes as the number of shares of stock then owned by such stockholder; or to distribute such votes on the same principal among any number of candidates.

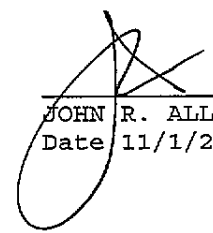
**ARTICLE XI**

In the event that authorized shares of stock of the Corporation are to be issued, each then existing stockholder shall have the right, from time to time and at any time, to purchase a fraction of the authorized stock being issued, the numerator of which shall be the number of shares of stock of the Corporation then owned by the said stockholder, and the denominator of which shall be the total number of shares of stock then owned by all stockholders. The purchase price for each share of stock shall be the price at which it is issued.

IN WITNESS WHEREOF, each incorporator has hereunto executed these Articles of Incorporation this 1<sup>st</sup> day of November, 2000, at Miami, Florida.

  
\_\_\_\_\_  
JOHN R. ALLISON, III

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, THE UNDERSIGNED AGREES TO ACT IN THIS CAPACITY, AND FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF HIS DUTIES.

  
\_\_\_\_\_  
JOHN R. ALLISON, III  
Date 11/1/2000

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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