

P01000049979**Florida Department of State**

Division of Corporations

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Division of Corporations

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From:

Account Name : KILLGORE, PEARLMAN, STAMP, ORNSTEIN & SQUIRES

Account Number : I19980000007

Phone : (407) 425-1020

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FLORIDA PROFIT CORPORATION OR P.A.**Travel Closeouts, Inc.**

Certificate of Status	0
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**ARTICLES OF INCORPORATION
OF
TRAVEL CLOSEOUTS, INC.**

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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ARTICLE I - NAME

The name of this corporation is TRAVEL CLOSEOUTS, INC. and its principal place of business and mailing address is 5415 Lake Howell Road, #227, Winter Park, Florida 32792.

ARTICLE II - DURATION

This corporation shall have perpetual existence, commencing on the filing of these Articles.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 1,000 shares of voting common stock having a par value of \$.10 per share.

ARTICLE V - INITIAL REGISTERED

OFFICE AND AGENT

The street address of the initial registered office of this corporation is 5415 Lake Howell

- 1 -

Prepared By:
Craig S. Pearlman
Killgore, Pearlman, Stamp, Ornstein & Squires
P.O. Box 1913, Orlando, Florida 32802-1913
(407) 425-1020
Florida Bar No 245501

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Road, #227, Winter Park, FL 32792 and the name of the initial registered agent of this corporation at that address is SCOTT N. BENDER.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time in accordance with the By-Laws, but shall never be less than one (1). The name and address of the initial director of this corporation is:

SCOTT N. BENDER
5415 Lake Howell Road, #227
Winter Park, FL 32792

ARTICLE VII - INCORPORATOR

The name and address of the incorporator is:

SCOTT N. BENDER
5415 Lake Howell Road, #227
Winter Park, FL 32792

ARTICLE VIII - INDEMNIFICATION

This corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 18th day of May, 2001.


SCOTT N. BENDER, Incorporator

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COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 18th day of May, 2001, by SCOTT N. BENDER, who is personally known to me or who has produced _____ as identification and who did take an oath.

NOTARY PUBLIC:

Sign: _____

Print: CRAIG STUART PEARLMAN

State of Florida at Large

My Commission Expires: _____

Commission No. _____

Craig Stuart Pearlman
My Commission CC538158
Expires May 23, 2001ACCEPTANCE BY REGISTERED AGENT

The undersigned, being the person appointed in the foregoing Articles of Incorporation as the registered agent for TRAVEL CLOSEOUTS, INC. hereby accepts such appointment this 18th day of MAY, 2001, and states that he is familiar with, and accepts, the obligations provided for in Section 607.0505, Florida Statutes.


SCOTT N. BENDERFILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
01 MAY 18 PM 4: 04

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