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Florida Department of State
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To: Division of Corporations
Fax Number : (850) 205-0381

From: Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305) 634-3694
Fax Number : (305) 633-9696

SECRETARY OF STATE
TALLAHASSEE FLORIDA

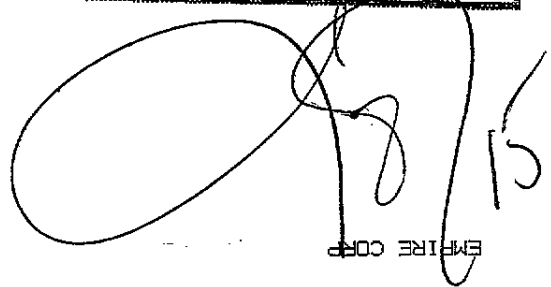
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FLORIDA PROFIT CORPORATION OR P.A.

time - out travel service, inc.

Certificate of Status	0
Certified Copy	1
Page Count	04
Estimated Charge	\$78.75



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ARTICLES OF INCORPORATION

OF

TIME - OUT TRAVEL SERVICE, INC.

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02 AUG 15 PM 4:00
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned subscriber to the Articles of Incorporation, natural person, competent to contract, desiring to form a corporation under the laws of the State of Florida, hereby makes, subscribes and acknowledges this certificate for that purpose, as follows:

ARTICLE I

The name of the corporation is:

TIME - OUT TRAVEL SERVICE, Inc.

ARTICLE II

The purpose for which the corporation is formed is to engage in the conduct of any lawful business activity.

ARTICLE III

This corporation is to have perpetual existence.

ARTICLE IV

The maximum number of shares of stock that this Corporation is authorized to have outstanding at one time are One Hundred (100) shares at no par value.

This instrument prepared by:

Douglas W. Oesterie
9506 S Red Road
Miami, Fl 33156

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ARTICLE V

The street address of the initial registered and principal office of this Corporation is:

9506 So. RED ROAD
MIAMI, FLORIDA 33156

ARTICLE VI

The name of the initial Registered Agent of this Corporation is:

Douglas W. DESTERLE

ARTICLE VII

The Corporation shall have One (1) director initially. The number of directors may be increased from time to time by the By-Laws but shall never be less than one.

ARTICLE VIII

The name and address of the initial director of this Corporation is:

JENNIFER L. GOZA
9506 So. RED ROAD MIAMI, FLORIDA 33156

ARTICLE IX

The name and address of the person signing these Articles of Incorporation is:

JENNIFER L. GOZA
9506 So. RED ROAD MIAMI, FLORIDA 33156

ARTICLE X

X JL Goza
This Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation or any Amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

TOTAL P.04

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CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE SERVICE OF PROCESS WITHIN THIS STATE
NAMING AGENT WHOM THE PROCESS MAY BE SERVED

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with this Act:

FIRST: TIME-OUT TRAVEL SERVICE, INC., desiring to organize under the laws of the State of Florida with its principal office as indicated in the Articles of Incorporation:

9506 SO. RED ROAD
MIAMI, FLORIDA 33156

SECOND: The name of the initial Registered Agent of this Corporation is:

_____ as its agent to accept service of process within the state.

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 this Act relative to keeping this office.

Douglas W. Oesterle

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

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