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## A. HOGAN COMPANY

5810 Biscayne Boulevard Miami, FL 33137 Telephone: 305-754-1937 FILE LANDIE OF STATE

## VIA CERTIFIED MAIL #7113 3701 5370 2460 0633September 9, 2003RETURN RECEIPT REQUESTED

Secretary of State Division of Corporations 409 East Gaines Street Tallahassee, FL 32314

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Re: Articles of Incorporation of Travel Divas Corporation (Florida domestic)

Dear Sir or Madam:

Enclosed is a duplicate set of Articles of Incorporation of Travel Divas Corporation, a Florida corporation.

Also enclosed is payment of \$70.00 to file the Articles of Incorporation. Please date stamp the duplicate original set of Articles of Incorporation and return it to the undersigned.

Thank you for your assistance in this matter.

Very truly yours,

Annette P. Hogan (M Incorporator

Enclosures

#### ARTICLES OF INCORPORATION

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#### TRAVEL DIVAS CORPORATION

SLUELIARY OF STATE

I, the undersigned Incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation:

#### ARTICLE I. NAME

The name of the corporation is TRAVEL DIVAS CORPORATION (the "Corporation").

#### ARTICLE II. NATURE OF BUSINESS

The purpose of the Corporation shall be to engage in such business and business activity as are permitted and otherwise allowable by law.

#### ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that the Corporation is authorized to have outstanding at one time is one thousand (1,000) shares having a par value of one (\$0.01) per share.

#### ARTICLE IV. ADDRESS

The principal office of the Corporation shall be located at 5810 Biscayne Boulevard, Miami, Florida 33137, and its Registered Agent is Annette P. Hogan, 5810 Biscayne Boulevard, Miami, Florida 33137.

#### ARTICLE V. DIRECTORS

The Corporation shall have at least one (1) director at all times during its existence, with the exact number of directors to be specified by the By-laws or as otherwise adopted by the shareholders from time to time unless the shareholders shall, by a majority vote hereafter, determine that the Corporation be managed by the shareholders. The initial number of directors shall be two (2).

#### ARTICLE VI. EXISTENCE

The Corporation shall have perpetual existence.

#### ARTICLE VII. INCORPORATOR

The name and post office address of the Incorporator of these Articles of Incorporation is Annette P. Hogan, 5810 Biscayne Boulevard, Miami, Florida 33137.

#### ARTICLE VIII. BY-LAW AMENDMENT

The power to adopt, alter, amend or repeal the By-laws of the Corporation shall be set forth in the By-laws of the Corporation.

#### ARTICLE IX. INFORMAL ACTION OF DIRECTORS

If any of the directors severally or all of the directors collectively consent in writing to any action taken or to be taken by the Corporation, and the writings evidencing their consent are filed with the Secretary of the Corporation, the action shall be valid as though it had been authorized at a meeting of the Board of Directors.

#### ARTICLE X. DIRECTORS

The names and addresses of the initial directors of the Corporation are:

Name

Annette P. Hogan

5810 Biscayne Boulevard Miami, Florida 33137

Address

Valerie Athans-Papaioannou

5810 Biscayne Boulevard Miami, Florida 33137

#### ARTICLE XI. MEETING BY CONFERENCE TELEPHONE

Members of the Board of Directors may participate in meetings of the Board of Directors by means of conference telephone as provided by law.

#### ARTICLE XIL INDEMNIFICATION

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

#### ARTICLE XIII. AMENDMENTS

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by a majority of the shareholders of the Corporation entitled to vote thereon, unless all the directors and shareholders sign a written statement manifesting their intention that certain stated amendments to these Articles of Incorporation be made.

Annette P. Hog ncorporator

#### STATE OF FLORIDA ) SS: COUNTY OF MIAMI-DADE )

', .t. **.** 

I HEREBY CERTIFY that on this day, before me a Notary Public, duly authorized in the state and county aforesaid, to take acknowledgments, personally appeared Annette P. Hogan, personally known to me to be the person described herein as the Incorporator and who executed the foregoing Articles of Incorporation and she acknowledged before me that she subscribed to these Articles of Incorporation.

WITNESS my hand and seal in the county and state aforesaid this 544 day of September, 2003.

My Commission Expires: Sancira K. Raoloot My Commission DD193445

Jandra K. Kacicot Notary Public

State of Florida at Large

Sandrak. Racico+ Printed Name of Notary Public

CERTIFICATE DESIGNATING PLACE OF BUSINESS FOR THE SERVICE OF PROCESS WITHIN THE STATE OF FLORIDA NAMING AGENT UPON WHOM SERVICE OF PROCESS MAY BE MADE

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted:

TRAVEL DIVAS CORPORATION elects to organize under the laws of the state of Florida with its principal office located at 5810 Biscayne Boulevard, Miami, Florida 33137, and has named Annette P. Hogan, 5810 Biscayne Boulevard, Miami, Florida 33137 as its agent to accept service of process within the state of Florida.

#### ACKNOWLEDGEMENT

Having been named to accept service of process for TRAVEL DIVAS CORPORATION, at the place designated in this Certificate, I hereby accept to agt in this capacity and agree to comply with the provisions of said Act relative to keeping open said office,

September 5,2003

Annette P. Hogan

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Registered Agent