

NOV. 6. 2003 11:00AM  
Division of Corporations

BRGWR-813-223-9620

NO. 5701 Pa. 1 of 1

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Florida Department of State  
Division of Corporations  
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To:

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EFFECTIVE DATE

11-4-03

From:

Account Name : BUSH ROSS GARDNER WARREN & RUDY, P.A.  
Account Number : I19990000150  
Phone : (813)224-9255  
Fax Number : (813)223-9620

*Bunde Holland - new*

FLORIDA PROFIT CORPORATION OR P.A.

BAY AREA TRAVEL ACQUISITION OF ORLANDO, INC.

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

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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**ARTICLES OF INCORPORATION  
OF  
BAY AREA TRAVEL ACQUISITION OF ORLANDO, INC.**

The undersigned, acting as incorporator of the captioned corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation:

**EFFECTIVE DATE**

11-4-03

**ARTICLE I**  
**CORPORATE NAME AND PRINCIPAL OFFICE**

The name of this corporation is BAY AREA TRAVEL ACQUISITION OF ORLANDO, INC. (the "Corporation") and its principal office and mailing address is 1511 N. Westshore Boulevard, Suite 250, Tampa, Florida 33607.

**ARTICLE II**  
**COMMENCEMENT OF CORPORATE EXISTENCE**

The Corporation shall commence its existence on November 4, 2003.

**ARTICLE III**  
**GENERAL NATURE OF BUSINESS**

The Corporation may transact any lawful business for which corporations may be incorporated under Florida law.

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**ARTICLE IV**  
**CAPITAL STOCK**

The aggregate number of shares of stock authorized to be issued by this corporation shall be 7,500 shares of common stock, each with a par value of \$.001. Each share of issued and outstanding common stock shall entitle the holder thereof to fully participate in all shareholder meetings, to cast one vote on each matter with respect to which shareholders have the right to vote, and to share ratably in all dividends and other distributions declared and paid with respect to the common stock, as well as in the net assets of the corporation upon liquidation or dissolution.

**ARTICLE V**  
**INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of the corporation shall be 220 S. Franklin Street, Tampa, Florida 33602, and the initial registered agent of the corporation at such address is Marian H. Sbar.

**ARTICLE VI**  
**INCORPORATOR**

The name and address of the Corporation's incorporator is:

Name

Address

Joseph A. Probasco

220 S. Franklin Street  
Tampa, Florida 33602

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**ARTICLE VII**

**BY-LAWS**

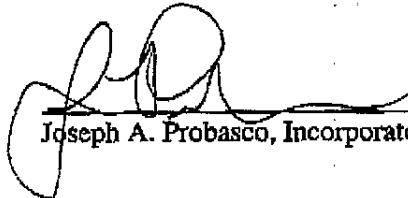
The power to adopt, alter, amend or repeal by-laws of this Corporation shall be vested in its shareholders and separately in its Board of Directors, as prescribed by the by-laws of the Corporation.

**ARTICLE VIII**

**INDEMNIFICATION**

If the criteria set forth in §607.0850(1) or (2), *Florida Statutes*, as then in effect, have been met, then the corporation shall indemnify any director, officer, employee or agent thereof, whether current or former, together with his or her personal representatives, devisees or heirs, in the manner and to the extent contemplated by §607.0850, as then in effect, or by any successor law thereto.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 4th day of November, 2003.

  
\_\_\_\_\_  
Joseph A. Probasco, Incorporator

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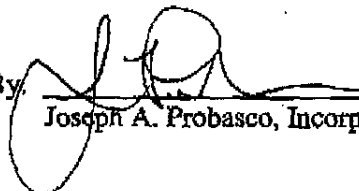
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**CERTIFICATE DESIGNATING**

**REGISTERED AGENT**

Pursuant to the provisions of §§48.091 and 607.0501, Florida Statutes, BAY AREA TRAVEL ACQUISITION OF ORLANDO, INC., desiring to organize under the laws of the State of Florida, hereby designates Marian H. Sbar, an individual resident of the State of Florida, as its Registered Agent for the purpose of accepting service of process within such State and designates 220 S. Franklin Street, Tampa, Florida 33602, the business office of its Registered Agent, as its Registered Office.

BAY AREA TRAVEL ACQUISITION  
OF ORLANDO, INC.

By   
Joseph A. Probasco, Incorporator

**ACKNOWLEDGMENT**

I hereby accept my appointment as Registered Agent of the above named corporation, acknowledge that I am familiar with and accept the obligations imposed by Florida law upon that position, and agree to act as such in accordance with the provisions of §§48.091 and 607.0505, Florida Statutes.

  
Marian H. Sbar

302342.1