

KILLGORE PEARLMAN
Division of Corporations

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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From:

Account Name : KILLGORE, PEARLMAN, STAMP, ORNSTEIN & SQUIRES
Account Number : 119980000007
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FLORIDA PROFIT CORPORATION OR P.A.

Airfare Closeouts, Inc.

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KILLGORE PEARLMAN

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**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

**ARTICLES OF INCORPORATION
OF
AIRFARE CLOSEOUTS, INC.**

ARTICLE I - NAME

The name of this corporation is AIRFARE CLOSEOUTS, INC. and its principal place of business and mailing address is 5415 Lake Howell Road, #227, Winter Park, FL 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 2 S. Orange

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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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Avenue, 5th Floor, Orlando, FL 32801 and the name of the initial registered agent of this corporation at that address is CRAIG S. PEARLMAN.

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

ARTICLE VII - INCORPORATOR

The name and address of the incorporator is:

SCOTT 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 27th day of May, 2004.


SCOTT BENDER, Incorporator

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ACCEPTANCE BY REGISTERED AGENT

The undersigned, being the person appointed in the foregoing Articles of Incorporation as the registered agent for AIRFARE CLOSEOUTS, INC. hereby accepts such appointment this 27th day of May, 2004, and states that he is familiar with, and accepts, the obligations provided for in Section 607.0505, Florida Statutes.


CRAIG S. PEARLMAN

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