

Division of Corporations

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS

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**Florida Department of State**  
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**To:**

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**From:**

Account Name : WILLIAMS, PARKER, HARRISON, DIETZ & GETZEN, P.A.  
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**FLORIDA PROFIT CORPORATION OR P.A.****NEXGEN TRAVEL DISTRIBUTION, INC.**

Certificate of Status	0
Certified Copy	1
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**ARTICLES OF INCORPORATION  
OF  
NEXGEN TRAVEL DISTRIBUTION, INC.**

The undersigned incorporator has executed these Articles of Incorporation to establish a corporation (the "Corporation") under the Florida Business Corporation Act (Chapter 607, Florida Statutes).

1. Name. The name of the Corporation is:

Nexgen Travel Distribution, Inc.

2. Principal Office and Mailing Address. The address of the principal office and the mailing address of the Corporation is:

111 Faubel Street  
Sarasota, Florida 34242-1113

3. Authorized Shares. The Corporation is authorized to issue a total of 20,000,000 shares of common stock having no par value per share. Of those 20,000,000 shares, the Corporation is authorized to issue 10,000,000 shares of Class A Voting common stock and 10,000,000 shares of Class B Non-Voting common stock. Except as otherwise provided in the Corporation's articles of incorporation, the rights, privileges, and preferences of the Class A Voting common stock and the Class B Non-Voting common stock shall be identical, except that all voting rights of common stock shall be vested in the shares of Class A Voting common stock, entitling each share of Class A Voting common stock to one vote upon any matter upon which the shareholders are entitled to vote. The shares of the Class B Non-Voting common stock shall have no voting rights or privileges.

4. Bylaws. The initial bylaws of the Corporation shall be adopted by the incorporator or the board of directors. The power to alter, amend or repeal any bylaw shall be vested in the shareholders, except to the extent delegated by the shareholders to the board of directors.

5. Registered Agent and Office. The name of the initial registered agent and the address of the initial registered office of the Corporation is:

M. Lewis Hall, III  
200 South Orange Avenue  
Sarasota, Florida 34236

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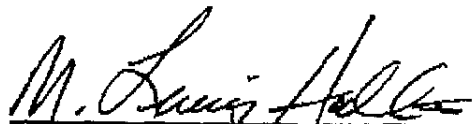
By execution hereof, the undersigned accepts appointment as registered agent of the Corporation, and acknowledges that he is familiar with, and accepts, the obligations of that position.

6. Incorporator. The name and address of the incorporator of the Corporation is:

M. Lewis Hall, III  
200 South Orange Avenue  
Sarasota, Florida 34242

7. Effective Date. The existence of the Corporation shall commence upon the filing of these articles by the Florida Department of State.

Dated this 7<sup>th</sup> day of October 2004.

  
M. Lewis Hall, III  
Incorporator and Registered Agent

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