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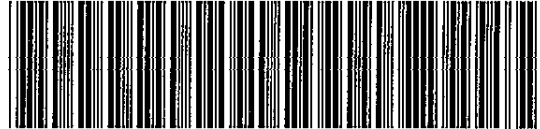
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SECRETARY OF STATE
DIVISION OF CORPORATIONS
05 JUN 15 PM 2:55

0005-24230

B McKnight JUN 15 2005



May 9, 2005

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

RE: GENESIS TRAVEL BENEFITS 2, INC.

Gentlemen:

Enclosed please find:

1. 2 copies of Articles of Incorporation for Genesis Travel Benefits 2, Inc.
2. The application
3. A check for \$78.75

Please advise us of any additional requirements.

My personal number is (813) 843-6507

Thank you,

A handwritten signature in black ink, appearing to read 'William C. Knopke, II'.

William C. Knopke, II
Chairman, CFO
wknopke@genesistravelbenefits.com

TRANSMITTAL LETTER

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

SUBJECT: Genesis Travel Benefits 2, Inc.
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed are an original and one (1) copy of the articles of incorporation and a check for:

☐ \$70.00
Filing Fee

☒ \$78.75
Filing Fee
& Certificate of Status

☐ \$78.75
Filing Fee
& Certified Copy

☐ \$87.50
Filing Fee,
Certified Copy
& Certificate of
Status

ADDITIONAL COPY REQUIRED

FROM: William C Knopke, II
Name (Printed or typed)

815 S. Oregon Ave
Address

Tampa, FL 33606
City, State & Zip

(813) 843-6507
Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

May 12, 2005

WILLIAM C KNOPKE II
815 S OREGON AVE
TAMPA, FL 33606

SUBJECT: GENESIS TRAVEL BENEFITS 2, INC.
Ref. Number: W05000024230

We have received your document for GENESIS TRAVEL BENEFITS 2, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as Registered Agent.")

The registered agent must sign accepting the designation.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6931.

Becky McKnight
Document Specialist
New Filings Section

Letter Number: 305A00034362

ARTICLES OF INCORPORATION
OF
GENESIS TRAVEL BENEFITS 2, INC.

The undersigned incorporator, by the execution of these Articles of Incorporation, does hereby form a corporation (this "Corporation") under and accept all the rights, privileges, benefits and obligations conferred and imposed by the Florida Business Corporation Act, and does hereby adopt these Articles of Incorporation of and for this Corporation in accordance with the laws of the State of Florida.

ARTICLE I

Corporate Name

The name of this Corporation shall be:

GENESIS TRAVEL BENEFITS 2, INC.

ARTICLE II

Principle Office

The principle place of business and mailing address of this Corporation as of the time of execution of these Articles of Incorporation is as follows:

815 South Oregon Ave.
Tampa, Florida 33606

ARTICLE III

Nature of Business

The corporation may engage in any activity or business under the laws of the United States of America and the State of Florida, and any and all acts or statutes amendatory thereof and supplemental thereto.

ARTICLE IV

Capital Stock

The total number of shares of stock which the corporation shall have the authority to issue is 3,000 shares of common stock at a par value of \$.01 per share. Stock may be issued by the corporation by time to time for such consideration as may be fixed by the board of Directors. Each share of common stock shall represent one (1) vote.

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DIVISION OF CORPORATIONS
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Upon dissolution or liquidation of the corporation, the holders of the stock shall be entitled to distribution ratably as their holding may appear upon the stock record of the corporation.

ARTICLE V

Initial Board of Directors

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than one director. The number of directors may be increased or decreased from time to time, in accordance with the Bylaws of the Corporation but shall never be less than one. The initial Board of Directors shall consist of one member, the name and addresses are:

Name

Address

William C. Knopke, II

815 South Oregon Avenue
Tampa, Florida 33606

ARTICLE VI

Registered Office and registered Agent

The name of this Corporation's initial registered agent at this Corporations initial registers office and the street address of such office, are as follows:

William C. Knopke II
815 South Oregon Ave.
Tampa, Florida 33606

I hereby am familiar with and accept the duties and responsibilities as Registered Agent.

Accepted by:



William C. Knopke, II
Registered Agent

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ARTICLE VII

Incorporator

The name and street address of the incorporator of this corporation are as follows:

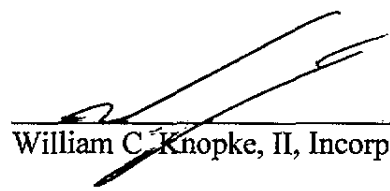
William C. Knopke II
815 South Oregon Ave.
Tampa, Florida 33606

ARTICLE VIII

Term of Existence

The existence of this Corporation shall commence on the date these Articles of Incorporation executed by the incorporator of the Corporation, if these Articles of Incorporation are filed by the Department of State of Florida within five (5) business days after such execution. If filed after such five (5) days, the existence of this Corporation shall commence upon the filing of these Articles by the Department of State of the State of Florida. This corporation is to exist perpetually.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 31 day of May, 2005.


William C. Knopke, II, Incorporator

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