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12/14/05

LAW OFFICES OF
HENDRY, STONER, CALANDRINO & BROWN

PROFESSIONAL ASSOCIATION

20 N. ORANGE AVENUE, SUITE 600

ORLANDO, FLORIDA 32801

TELEPHONE (407) 843-5880

FAX (407) 425-7905

E-MAIL: INFO@LAWFORFLORIDA.COM

WWW.LAWFORFLORIDA.COM

ROBERT R. HENDRY
BOARD CERTIFIED IN INTERNATIONAL LAW

RICHARD D. STONER
BOARD CERTIFIED IN REAL ESTATE

PHILIP K. CALANDRINO
BUSINESS TRANSACTIONS AND LITIGATION

G. STEVEN BROWN
BOARD CERTIFIED IN TAXATION

AIMEE ELIZABETH COLLINS
BUSINESS TRANSACTIONS AND LITIGATION

OF COUNSEL

DEBORAH J. TOWNSEND
BOARD CERTIFIED IN IMMIGRATION

LAURA A. QUIGLEY
BOARD CERTIFIED IN TAXATION

LISA KRUEGER KHAN
IMMIGRATION AND NATURALIZATION

JOHN G. DELANCETT
COMMERCIAL AND TAX LITIGATION
CERTIFIED CIRCUIT CIVIL MEDIATOR

MARCOS A. CIGAGNA
ADMITTED IN BRAZIL ONLY

December 8, 2005

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

RE: Travel City Direct, Inc.

To Whom it May Concern:

Enclosed please find the original and one copy of the Articles of Incorporation for the above-referenced company. Please have the original Articles filed on the same day you receive them, if possible. I have enclosed our firm's check in the amount of \$78.75. Please note this corporation has an effective date of January 1, 2006.

Please forward the certified copy of the Articles to us by regular mail.

Please do not hesitate to contact me if you have any questions and thank you for your assistance in this regard.

Sincerely,



G. Steven Brown

GSB/cm
Enclosures

2005 DEC 12 AM 8:24
TALLAHASSEE FLORIDA

EFFECTIVE DATE

01/01/00

ARTICLES OF INCORPORATION

OF

TRAVEL CITY DIRECT, INC.

2005 DEC 12 AM 8:24

DEPARTMENT OF STATE
TALLAHASSEE FLORIDA

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, do hereby adopt the following Articles of Incorporation:

Article 1. Name. The name of the Corporation is: TRAVEL CITY DIRECT, INC. The principal office of the Corporation is 7083 Grand National Drive, Suite 102, Orlando, Florida 32819. The mailing address of the Corporation is 20 N. Orange Avenue, Suite 600, Orlando, Florida 32801.

Article 2. Duration. The duration of the Corporation is perpetual.

Article 3. Purpose. The general purposes for which the Corporation is organized are the following:

A. To engage in and transact any lawful business for which corporations may be incorporated under the Florida Business Corporation Act. No other purpose limits this general purpose in any way.

B. To do such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them.

Article 4. Capital Stock. The aggregate number of shares which the Corporation shall have authority to issue is Ten Thousand (10,000) shares at a par value of One Cent (\$0.01) per share.

Article 5. Initial Registered Office and Agent. The street address of the initial Registered Office of the Corporation is 20 N. Orange Avenue, Suite 600, Orlando, Florida 32801 and the name of the initial Registered Agent at that address is Hendry, Stoner, Calandrino & Brown, P.A.

Article 6. Initial Board of Directors. The number of Directors constituting the initial Board of Directors is two (2). The number of Directors may be increased or decreased from time to time in accordance with the Bylaws but shall never be less than one. The name and address of the initial Directors of the Corporation are as follows:

Michael Butler Stoney
7083 Grand National Drive, Suite 102
Orlando, Florida 32819

Geoffrey Colin Medhurst
7083 Grand National Drive, Suite 102
Orlando, Florida 32819

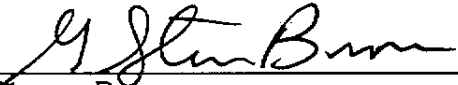
Article 7. Incorporators. The name and address of each Incorporator is as follows:
G. Steven Brown, 20 N. Orange Avenue, Suite 600, Orlando, Florida 32801.

Article 8. Indemnification. The Corporation shall indemnify each Officer and Director, including former Officers and Directors, to the full extent permitted by law.

Article 9. Bylaws. The power to adopt, alter, amend and repeal the Bylaws shall be vested in the Board of Directors, but all alterations, amendments and repeals of the Bylaws must be approved by a majority of the Shareholders.

Article 10. Effective Date. These articles of incorporation shall be effective as of January 1, 2006.

IN WITNESS WHEREOF, the undersigned have signed these Articles of Incorporation on this 8th day of December, 2005.



G. Steven Brown

STATE OF FLORIDA)
COUNTY OF ORANGE)

Before me personally appeared G. STEVEN BROWN, to me well known and known to me to be the person described in and who executed the foregoing Articles of Incorporation and he acknowledged to and before me that he executed said instrument for the purposes therein expressed.

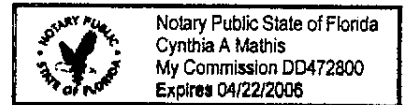
WITNESS my hand and official seal this 8th day of December, 2005.



Notary Public, State of Florida at Large

Typed Name of Notary Public
Commission No.:

(NOTARY SEAL)



ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the appointment as Registered Agent of TRAVEL CITY DIRECT, INC. which is contained in the foregoing Articles of Incorporation. I am familiar with and accept the obligations of Section 607.0505 F.S.

DATED this 9th day of December, 2005.

HENDRY, STONER, CALANDRINO & BROWN, P.A.

By: G. Steven Brown
G. Steven Brown

2005 DEC 12 AM 8:24
TALLAHASSEE FLORIDA