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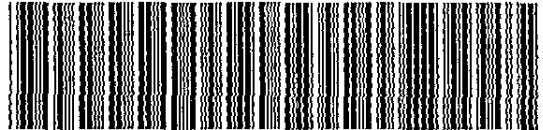
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05 DEC 30 AM 9:19

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. Burch JAN 3 2006

LAW OFFICES
RICHARD J. POTASH, P.A.
EXECUTIVE PAVILION
300 NORTHWEST 82ND AVENUE, SUITE 415
PLANTATION, FLORIDA 33324

Broward (954) 423-1711
Dade (305) 651-0071
Fax (954) 423-1101

December 27, 2005

Department of State
409 E. Gaines Street
Tallahassee, FL 32399

Re: Liz Ludmar Travel Inc.

Dear Sir or Madam:

Enclosed is the original and one copy of the Articles of Incorporation along with an original and one copy of the form designating Registered Agent. Check for \$78.75 is also enclosed (filing fee and Certificate of Good Standing) along with a postage prepaid return envelope.

Thank you for your cooperation.

Very truly yours,



Richard J. Potash

RJP/
Enc.

**ARTICLES OF INCORPORATION
OF
LIZ LUDMAR TRAVEL, INC.**

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I - NAME

The name of the corporation is Liz Ludmar Travel, Inc.

ARTICLE II - PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

2773 S. Ocean Blvd #204, Palm Beach, Florida 33480

ARTICLE III - SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

One hundred (100)

ARTICLE IV - INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

Lizbeth L. Ludmar
2773 S. Ocean Blvd #204
Palm Beach, FL 33480

ARTICLE V - INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is:

Richard J. Potash, P.A.
EXECUTIVE PAVILION
300 Northwest 82nd Avenue, Suite 415
Plantation, FL 33324

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TALLAHASSEE, FLORIDA

EFFECTIVE DATE
01-06-06

ARTICLE VI - EFFECTIVE DATE

The effective date for commencement of corporate existence shall be January 1, 2006.

ARTICLE VII - INITIAL DIRECTOR

The initial director of this corporation shall be:

Lizbeth L. Ludmar
2773 S. Ocean Blvd #204
Palm Beach, FL 33480

ARTICLE VIII - AMENDMENTS

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment to them, and any rights conferred upon the shareholders is subject to this reservation.

The undersigned incorporator has executed these Articles of Incorporation this 27 day of December, 2005.

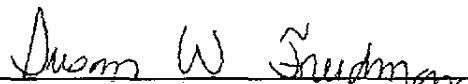


RICHARD J. POTASH

STATE OF FLORIDA)
).ss:
COUNTY OF BROWARD)

I HEREBY CERTIFY that on this day personally appeared before me, an officer duly authorized to administer oaths and take acknowledgments, RICHARD J. POTASH, personally known to me, or who produced, _____, as identification and who executed the foregoing Articles of Incorporation of Liz Ludmar Travel, Inc. and he acknowledged that he signed and executed the same for the purposes therein stated and he (did) (did not) take an oath.

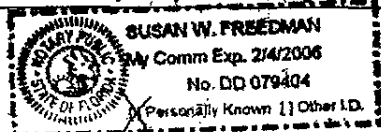
IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at Broward County, Florida, said County and State, this 27 day of December, 2005.



Notary Public, State of Florida at Large

My commission expires:

Susan W. Freedman



**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

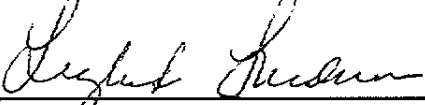
PURSUANT TO THE PROVISIONS OF SECTION 607.0501 or 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

- 1. The name of the corporation is Liz Ludmar Travel, Inc.**
- 2. The name and address of the registered agent and office is :**

**Lizbeth L Ludmar
2773 S. Ocean Blvd. #204
Palm Beach, Florida 33480**

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TALLAHASSEE, FLORIDA**

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.



(Signature)

12/20/05

(Date)