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To: Division of Corporations
Fax Number : (850) 205-0381

From: Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305) 634-3694
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SECRETARY OF STATE
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FLORIDA PROFIT/NON PROFIT CORPORATION

mileagebookers.com, inc.

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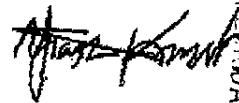
Articles of Incorporation

Article 1: Name and Address of Corporation:
MILEAGEBOOKERS.COM, INC.
12865 WEST DIXIE HWY
NORTH MIAMI, FL 33161

Article 2: Capital Stock: The number of shares which the corporation has authorized to be outstanding at any one time is 100, with no par value.

Article 3: Registered Agent Name and Office:
YIGAL KAHANA
12865 WEST DIXIE HWY
NORTH MIAMI, FL 33161

*I am familiar with and hereby accept the duties and responsibilities as Register Agent for said corporation.



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 TALLAHASSEE, FL 32304

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Signature of Registered Agent

Article 4: The Board of Directors is: (Board of Directors is NOT REQUIRED).
 First listed is President, Second is Vice President, then Secretary/Treasurer.

(P) STEVEN SPECTOR, 12865 WEST DIXIE HWY, NORTH MIAMI, FL 33161

Article 5: Incorporator Name and Address:
STEVEN SPECTOR
12865 WEST DIXIE HWY
NORTH MIAMI, FL 33161

In witness whereof, I have subscribed my name:



Signature of Incorporator

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