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Division of Corporations

Fax Number : (850)205-0381

From:

Account Name : EMPIRE CORPORATE KIT COMPANY

Account Number: 072450003255 Phone: (305)634-3694 Fax Number: (305)633-9696

FLORIDA PROFIT/NON PROFIT CORPORATION

travel brokers, inc.

 Certificate of Status
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OF

TRAVEL BROKERS, INC.

ARTICLE I.

The name of this Corporation is:

Travel Brokers, Inc.

ARTICLE II.

This Corporation shall exist in perpetuity commencing on the date of execution and acknowledgment of these Articles of Incorporation.

ARTICLE III.

The Corporation may engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV.

This Corporation is authorized to issue 10,000 shares of \$1.00 par value common stock which shall be designated as "Common Shares."

ARTICLE V.

In the event of any voluntary or involuntary liquidation, dissolution or winding up of this Corporation the assets of the Corporation shall be payable to and distributed ratably among the holders of record of the Common Shares.

ARTICLE VI. VOTING RIGHTS:

Except as otherwise provided by Law, the entire voting power for the election of Directors and for all other purposes shall be vested exclusively in the holders of the outstanding Common Shares.

Prepared By:
Mark B. Goldstein, Esquire, FBN 705276
Goldstein Lapayowker, LLP
2700 N. Military Trail, Suite 130
Boca Raton, Florida 33431
(561) 989-9955

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ARTICLE VII. PREEMPTIVE RIGHTS:

Every shareholder, upon the sale for cash of any new stock of this Corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

<u>ARTICLE VIII.</u>

The street address of the initial registered office of this Corporation is: 2700 N. Military Trail, Suite 130, Boca Raton, Florida 33431 and the name of the initial registered agent of this Corporation at that address is: Mark B. Goldstein, and the principal place of business of the corporation is 2501 S.E. Aviation Way, Suite J, Stuart, Florida 34996.

ARTICLE IX.

This Corporation shall have one (1) Director initially. The number of Directors may be either increased or diminished from time to time by the By-Laws but shall never be less than one (1). The name and address of the initial Director of this Corporation is:

> Mark Connell 2501 S.E. Aviation Way, Suite J Stuart, Florida 34996.

ARTICLE X.

The name and address of the person or entity signing these Articles of Incorporation is:

Mark B. Goldstein 2700 N. Military Trail, Suite 130 Boca Raton, Florida 33431

ARTICLE XI. AMENDMENT:

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendments thereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this March 14, 2006.

Travel Brokers, Inc./2,Florida corporation

Mark B. Moldetein, Incorporator

STATE OF FLORIDA)

COUNTY OF PALM BEACH)

I HEREBY CERTIFY on this day, before me, an officer duly authorized to administer oaths and to take acknowledgments, personally appeared Mark B. Goldstein, known to me to be the person described in and who executed the foregoing instrument, who acknowledged before me that he executed the same, that I relied upon the following form of identification of the above-named person; i.e., Florida Drivers License and that an oath was not taken.

WITNESS my hand and official seal, this March 14, 2006, in the County and State aforesaid.

PRINT NAME:
NOTARY PUBLIC STATE OF FLORIDA
My commission expres:

Commission No:

ANGELA WARSHEFSIO

Notary Public - State of Florida

NyContresson Expires Act 20, 2006

Commission # DD 311401

Bonded By Notional Notary Assn.

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

IN PURSUANCE OF CHAPTER 607.34, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED IN COMPLIANCE WITH SAID ACT:

FIRST THAT TRAVEL BROKERS, INC. DESIRING TO ORGANIZE UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL OFFICE, AS INDICATED IN THE ARTICLES OF INCORPORATION AT 2501 S.E. AVIATION WAY, SUITE J, STUART. FLORIDA 34996 HAS NAMED MARK B. GOLDSTEIN ÅT 1700 N. MILITARY TRAIL, SUTTE 130, BOCA RATON, FLORIDA 33431 AS ITS ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

> Mark/B Soldstein, Incorporator

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-STATED CORPORATION. AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND NURTHER AGREE TO COMPLY WITH THE THE PROPER AND COMPLET PROVISIONS OF ALL STATUTES RELATIVE TO PERFORMANCE OF MY DUTIES.

BY:

STATE OF FLORIDA)

COUNTY OF PALM BEACH)

I HEREBY CERTIFY on this day, before me, an officer duly authorized to administer oaths and to take acknowledgments, personally appeared Mark B. Goldstein, known to me to be the person described in and who executed the foregoing instrument, who acknowledged before me that he executed the same, that I relied upon the following form of identification of the above-named person; Florida Drivers License and that an oath was not taken.

WITNESS my hand and official seal, this March 1/2 2006, in the County and State aforesaid.

> ANGELA WARSHEFSK! Votary Public - Slate of Florida λy Commission Byplies Apr 20, 2005 Commission # DD 311401 Sonded by Notong! Notary Assr

PRINT NĂME:

NOTARY PUBLIC, STATE OF FLORI

My commission expires:

Commission No:

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