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From: Katz, Barron, Squitero & Faust, P.A.

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Account Number : 072627002473
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FLORIDA PROFIT/NON PROFIT CORPORATION

Fly Shop Travel, Inc.

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ARTICLES OF INCORPORATION

OF

FLY SHOP TRAVEL, INC.

The undersigned, acting as incorporator of FLY SHOP TRAVEL, INC., under the Florida Business Corporation Act, adopts the following Articles of Incorporation.

ARTICLE I. NAME

The name of the corporation is:

FLY SHOP TRAVEL, INC.

and the principal place of business is:

3575 NW 53rd Street
Ft. Lauderdale, Florida 33309

ARTICLE II. COMMENCEMENT OF EXISTENCE

The existence of the corporation will commence on the date of filing of these Articles of Incorporation.

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This instrument prepared by:
Katz Barron Squitiero Faust
2699 S. Bayshore Drive
7th Floor
Coral Gables, Florida 33133
Telephone (305) 856-2444

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ARTICLE III. PURPOSE

This corporation is formed for the purpose of engaging in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV. AUTHORIZED SHARES

The maximum number of shares that the corporation is authorized to have outstanding at any time is 1,000 shares of common stock having a par value of \$1.00 per share. The consideration to be paid for each share shall be fixed by the board of directors and may be paid in whole or in part in cash or other property, tangible or intangible, or in labor or services actually performed for the corporation, with a value, in the judgment of the directors, equivalent to or greater than the full par value of the shares.

ARTICLE V. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 2699 S. Bayshore Drive, 7th Floor, Miami, Florida 33133, and the name of the corporation's initial registered agent at that address is Corpc, Inc.

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This instrument prepared by:
Katz Barron Squitero Faust
2699 S. Bayshore Drive
7th Floor
Miami, Florida 33133
Telephone (305) 856-2444

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ARTICLE VI. INITIAL BOARD OF DIRECTORS

The corporation shall have one director initially. The number of directors may be increased from time to time, as provided in the bylaws, but shall never be less than one. The names and street addresses of the initial directors are:

William R. Derrer
3575 NW 53rd Street
Ft. Lauderdale, Florida 33309

David Olson
8243 S. Dixie Highway
Miami, Florida 33143

ARTICLE VII. INCORPORATOR

The name and street address of the incorporator is:

Desiree M. Cuason, Esq.
Katz Barron Squitero Faust
2699 S. Bayshore Drive
7th Floor
Miami, Florida 33133

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ARTICLE VIII. BYLAWS

The power to adopt, alter, amend, or repeal bylaws shall be vested in the board of directors and the shareholders, except that the board of directors may not amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that the bylaw is not subject to amendment or repeal by the directors.

ARTICLE IX. AMENDMENTS

The corporation reserves the right to amend, alter, change, or repeal any provision in these Articles of Incorporation in the manner prescribed by law, and all rights conferred on shareholders are subject to this reservation. These Articles may be amended prior to the issuance of shares of the corporation by the unanimous approval or consent of the board of directors. Thereafter, every amendment shall be approved by the board of directors, proposed by them to the shareholders, and approved at a shareholders' meeting by the holders of a majority of the shares entitled to vote on the matter or in such other manner as may be provided by law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 12 day of MARCH 2008.



Desiree M. Cunson, Incorporator

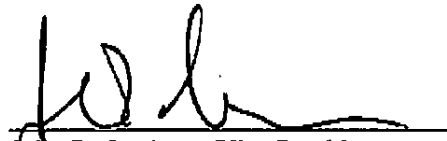
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ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent of FLY SHOP TRAVEL, INC. in the foregoing Articles of Incorporation, Corpcn, Inc. hereby agrees to accept service of process for said corporation and to comply with any and all statutes relative to the complete and proper performance of the duties of registered agent.


John R. Squitiero, Vice President

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