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PATRICE BOYES, ESQ.

April 16, 1997

Environmental & Land Use Law  
General Civil  
Administrative Law  
Labor & Employment Law

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

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- 1/22/97--01015--006  
\*\*\*\*\*87.50 \*\*\*\*\*87.50

To the party concerned:

Please file the enclosed Articles of Amendment to Articles of Incorporation, which have been duly executed by the Incorporator of Nobles Travel, Inc. Enclosed is a check for \$87.50 to cover the filing fee.

The certified copy of the Articles of Incorporation should be returned to me at the address in the letterhead. Thank you for your prompt attention to this matter.

Sincerely,

  
Jennifer Butera  
Office Manager

SH 4/29

AmerD.

SECRET  
TALLAHASSEE, FLORIDA

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FILED

**ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF**

\_\_\_\_\_  
Nobles Travel, Inc.

\_\_\_\_\_  
(present name)

*Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its articles of incorporation:*

**FIRST:** Amendment(s) adopted: *(indicate article number(s) being amended, added or deleted)*

1. A new Article V (By-Laws) was inserted, and the subsequent articles renumbered.
2. Article IV was amended to provide preemptive rights in future stock sales to all shareholders.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**SECOND:** If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows: N/A

Articles of Incorporation  
of  
Nobles Travel, Inc.

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TALLAHASSEE, FLORIDA

The undersigned, acting as Incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation.

Article I

Name. The name of this corporation is Nobles Travel, Inc.

Article II

Duration. The period of its duration is perpetual.

Article III

Purpose. The general nature and purposes of business to be transacted, promoted, and carried on by the corporation are as follows:

(a) To engage in the general business of travel service, both domestic travel service and foreign travel service. To dispense travel information and to act as agent for all transportation companies, such as airline companies, steam-ship companies, railroad companies, bus companies, and any other mode of traveling or transportation companies, both local and foreign. To engage in the preparation of travel itineraries of all kinds including hotel accommodations, sightseeing, and in general to engage in the business of all forms and types of travel service.

(b) To dispense travel counseling service, sell railroad, airline, steamship, and bus transportation; to sell accommodations for hotels, resorts, sightseeing, and feature attractions throughout the United States, Canada, Mexico, Europe, as well as any other country throughout the world; to create, plan, sell, and carry through escorted vacation tours; to own, operate, lease, or otherwise acquire such real and personal property suitable, useful, or necessary in connection with any of the objects aforementioned; to enter into, make, perform, and carry out contracts of every kind in connection with the sale and distribution of the aforementioned items or services; to acquire, use, own, lease, and dispose of trademarks, copyrights and licenses.

(c) To conduct business in, have one or more offices in, the State of Florida and in all other states and countries.

(d) To collect debts and borrow money, issue or sell or pledge bonds, debentures, notes and other evidence of indebtedness, and execute such mortgages, transfer of corporate indebtedness as required.

(e) To engage in any other activities or business permitted under the laws of the United States and the State of Florida.

#### Article IV

Capital Stock. The corporation is authorized to issue one thousand (1000) shares, all of one class, at no par value. All shareholders shall have preemptive rights in future stock sales by the Corporation.

#### Article V

By-Laws. The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and Shareholders.

#### Article VI

Initial Registered Agent and Principal Office. The name and address of the initial registered agent and principal office of this corporation are Sherry Y. Nobles, 1831 N.W. 13th Street, Suite 2, Gainesville, FL 32609.

#### Article VII

Initial Board of Directors. This corporation shall have two (2) directors initially. The number of directors may be increased from time to time by an amendment of the bylaws of the corporation in the manner provided by law. The names and addresses of the initial directors of this corporation are Sherry Y. Nobles, 1831 N.W. 13th Street, Suite 2, Gainesville, FL 32609, and Michael M. Noble, 1831 N.W. 13th Street, Suite 2, Gainesville, FL 32609.

#### Article VIII

Incorporator. The name and address of the incorporator signing these Articles of Incorporation is Sherry Y. Nobles, 1831 N.W. 13th Street, Suite 2, Gainesville, FL 32609.

#### Article IX

Cumulative Voting. In any election of directors by the shareholders, such shareholder of record shall have the right to cumulate his shares and to give one candidate as many votes as the number of directors to be elected multiplied by the number of shares it equals, or to distribute them on the same principal among as many candidates as he sees fit, provided however, that notice shall be given by any shareholder to the President or a Vice President of the corporation not less than twenty-four (24) hours before the time fixed for the holding of the meeting for the election of directors that he intends to cumulate his votes at such election. This right to vote cumulatively shall not be further restricted or qualified by any provision in the bylaws of the corporation.

#### Article X

Preemptive Rights. Each shareholder of this corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in this corporation that may from time to time be issued (whether or not presently authorized), including shares from the treasury of this corporation, in the ratio that the number of shares he holds at the time of issue bears to the total number of shares outstanding, exclusive of treasury shares. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares preempted within thirty (30) days of receipt of a notice in writing from the corporation, stating the prices, terms and conditions of the issue of shares, and inviting him to exercise his preemptive rights. This right may also be waived by affirmative written waiver submitted by the shareholder to the corporation within thirty (30) days of receipt of notice from the corporation.

#### Article XI

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

The power to adopt, alter, amend or repeal the Articles of Incorporation of this corporation shall be vested in the Board of Directors by a majority of votes.

**THIRD:** The date of each amendment's adoption: April 11, 1997

**FOURTH:** Adoption of Amendment(s) (CHECK ONE)

- ☐ The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.
- ☐ The amendment(s) was/were approved by the shareholders through voting groups. *The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):*

"The number of votes cast for the amendment(s) was/were sufficient for approval by \_\_\_\_\_ voting group."

- ☒ The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.
- ☐ The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this 16 day of April, 19 97

Signature

Sherry Y. Nobles  
(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)

OR

(By a director if adopted by the directors)

OR

(By an incorporator if adopted by the incorporators)

Sherry Y. Nobles

Typed or printed name

Director

Title