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ATTORNEY AT LAW

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P95000006584

January 17, 1995

Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

RECEIVED
01/23/95 - 011009 - 0003
***122.50 ***122.50

In re: Incorporation of In Touch Frequent Flyers, Inc.

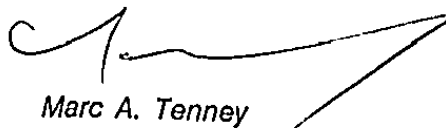
Dear Sir:

Enclosed please find original and one copy of Articles of Incorporation and Certificate of Acceptance of Resident Agent, along with a check in the amount of \$122.50 for the appropriate filing fee in regard the above-styled corporation.

After examination, if the same meets with your approval, please file and return a certified copy of the Articles of Incorporation to the undersigned attorney.

Thank you for your cooperation and assistance in this matter.

Very truly yours,


Marc A. Tenney

MAT/pmk
Enclosures

AB 1/25/95
FILED
1995 JAN 23 PM 12:30
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
IN TOUCH FREQUENT FLYER, INC.

FILED
1995 JAN 23 PM 12:30
TALLAHASSEE, FLORIDA

The undersigned, for the purposes of forming a corporation under the Florida Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE ONE: NAME

The name of the Corporation is: IN TOUCH FREQUENT FLYER, INC.

ARTICLE TWO: DURATION

The term of existence of the Corporation is perpetual.

ARTICLE THREE: PURPOSE

The Corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE FOUR: CAPITAL STOCK

The aggregate number of shares which the Corporation has authority to issue is one hundred (100), all of which shall be common shares with a par value of One Dollar (\$1.00).

ARTICLE FIVE: REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of the Corporation is 15903 Gulf Boulevard, Redington Beach, Florida 33708 and the name of the initial registered agent at such address is STUART LOPATA.

ARTICLE SIX: DIRECTORS

The business of the Corporation shall be managed by the Board of Directors.

ARTICLE SEVEN: INCORPORATOR

The name and address of the incorporators are:

<u>NAME</u>	<u>ADDRESS</u>
STUART LOPATA	15903 Gulf Boulevard Redington Beach, FL 33708
CAROL PRICE-LOPATA	15903 Gulf Boulevard Redington Beach, FL 33708

IN WITNESS WHEREOF, I have subscribed my name this 16 day
of January, 1995.

Stuart Lopata
STUART LOPATA, Incorporator

Carol Price-Lopata
CAROL PRICE-LOPATA, Incorporator

STATE OF FLORIDA)
COUNTY OF PINELLAS)

On this 16 day of January, 1995, before me, a notary public,
the undersigned officer, personally appeared STUART LOPATA and CAROL PRICE-
LOPATA, who are personally known OR who have provided Florida Driver Licenses
for identification, has acknowledged that they executed the same for the purposes
therein contained.

IN WITNESS WHEREOF, I hereunto set my hand and official seal on the date
mentioned above.

Priscilla M. Keenan
NOTARY PUBLIC

My commission expires:



STATE OF FLORIDA
DEPARTMENT OF STATE

Certificate Designating Place of Business of Domicile for the Service of Process Within this State, Naming Agent Upon Whom Process may be Served and Names and Addresses of the Officers and Directors.

The following is submitted, in compliance with Florida Statutes regarding Incorporations:

IN TOUCH FREQUENT FLYER, INC., a Corporation organized (or organizing) under the laws of the State of Florida, with its principal office at 15903 Gulf Boulevard, Redington Beach, FL 33708, and has named STUART LOPATA as its agent to accept service of process within this State.

OFFICERS:

STUART LOPATA Vice-President/Secretary/Treasurer
15903 Gulf Boulevard
Redington Beach, FL 33708

CAROL PRICE-LOPATA President
15903 Gulf Boulevard
Redington Beach, FL 33708

DIRECTORS:

The business of the Corporation shall be managed by the Board of Directors, which shall initially be comprised of:

STUART LOPATA Chairman
15903 Gulf Boulevard
Redington Beach, FL 33708

CAROL PRICE-LOPATA
15903 Gulf Boulevard
Redington Beach, FL 33708

FILED
1995 JAN 23 PM 12:30
TALLAHASSEE, FLORIDA


STUART LOPATA, Incorporator


CAROL PRICE-LOPATA, Incorporator

ACCEPTANCE:

I agree as Resident Agent to accept Service of Process; to keep the office open during prescribed hours; to post my name (and any other officers of said Corporation authorized to accept service of process at the above Florida designated address) in some conspicuous place in the office as required by law.


STUART LOPATA, Resident Agent