

CORPORATION INFORMATION
SERVICES, INC.
1201 HAYS STREET
TALLAHASSEE, FL 32310
904-222-9171
904-222-0191 FAX

CSC networks

MAIL TO:
P.O. Box 5828
TALLAHASSEE, FL 32314

800-342-8086

P95000008168

95 JAN 31 AM 11

ACCOUNT NO. : 072100000032

REFERENCE : 532826 3652A

AUTHORIZATION :

Patricia Pizito

COST LIMIT : \$ 70.00

ORDER DATE : January 30, 1995

ORDER TIME : 1:06 PM

700001394857

ORDER NO. : 532826

CUSTOMER NO: 3652A

CUSTOMER: Ma. Roseann Whitney
KRASNY DETTMER THOMPSON
& JONES, P.A.
780 Apollo Boulevard

Melbourne, FL 32902

DOMESTIC FILING

P95000008168

NAME: TICKETS 2 GO (USA), INC.

XXX ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XXXX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Debbie Skipper

EXAMINER'S INITIALS: *DM*

FILED
95 JAN 31 AM 7:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

J. 1-95
01

ARTICLES OF INCORPORATION
OF
TICKETS 2 GO (USA), INC.

FILED
95 JAN 31 AM 7:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

TICKETS 2 GO (USA), INC.

The address of the principal office of this corporation shall be 403 East Strawbridge Avenue, Melbourne, Florida 34901, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 10,000 shares of common stock having \$1.00 par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 1201 Hays Street, Tallahassee, Florida 32301, and the name of the initial registered agent of the corporation at that address is Corporation Information Services, Inc.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have one Director, initially. The name and address of the initial member of the Board of Directors are:

James C. White, II
Dir.

403 East Strawbridge Avenue
Melbourne, Florida 34901

ARTICLE VII. OFFICERS

The name and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

James C. White, II
V.Pres./Treas.

403 East Strawbridge Avenue
Melbourne, Florida 34901

Donna White
Sec.

Same

ARTICLE VIII. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation:

Corporation Information Services, Inc.
1201 Hays Street
Tallahassee, Florida 32301

IN WITNESS WHEREOF, the undersigned agent of Corporation Information Services, Inc., has hereunto set their hand and seal of Corporation Information Services, Inc., on January 31, 1995.

CORPORATION INFORMATION SERVICES, INC.

By: Laura R. Dunlap
Its Agent, Laura R. Dunlap

ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION

FILED
95 JAN 31 AM 7:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Corporation Information Services, Inc., a Florida corporation authorized to transact business in this State, having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

CORPORATION INFORMATION SERVICES, INC.

By: Laura R. Dunlap
Its Agent, Laura R. Dunlap

LRD/dks

P95000008168

KRASNY AND DETTMER
A PARTNERSHIP OF PROFESSIONAL ASSOCIATIONS
ATTORNEYS AND COUNSELORS AT LAW

ATRIUM PROFESSIONAL CENTRE
780 SOUTH APOLLO BOULEVARD
POST OFFICE BOX #28
MELBOURNE, FLORIDA 32902-0428

TELEPHONE (407) 723-5646
TELECOPIER (407) 768-1147

March 14, 1995

MIKE KRASNY
DALE A. DETTMER
SCOTT KRASNY

*BOARD CERTIFIED IN TAXATION

Division of Corporations
Department of State
P.O. Box 6327
Tallahassee, Florida 32301

Re: Tickets 2 Go (USA), Inc.

900001488859
-03/17/95--01090--023
*****87.50 *****87.50

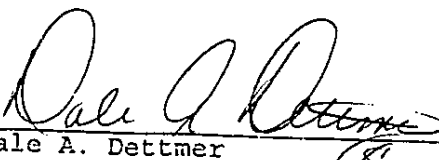
Gentlemen:

Enclosed herewith please find Amendment to Articles of Incorporation of the above-referenced corporation. I also enclose my trust account check in the amount of \$87.50 to cover the cost of filing the Amendment and obtaining a certified copy.

Thank you for your attention to this matter.

Very truly yours,

KRASNY AND DETTMER


Dale A. Dettmer

DAD:sc
Enc.

Name Change
LFT
3-23-95

FILED
1995 MAR 17 AM 11:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF AMENDMENT TO THE ARTICLES
OF INCORPORATION OF

TICKETS 2 GO (USA), INC.

FILED

MAR 17 AM 11:54

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.01 of the Florida General Corporation Act, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

1. Article I is hereby restated as follows:

ARTICLE I
Name

The name of the corporation shall be Tickets 2 Go Travel, Inc.

2. The foregoing Amendment was adopted by the unanimous consent of all of the Shareholders of the Corporation on the 22nd day of February, 1995, in the manner prescribed by the Florida General Corporation Act.

Dated this 22 day of February, 1995.

TICKETS 2 GO (USA), INC.

By:

Janice M. Greene

Attest:

Donna White
Donna White, Secretary

STATE OF FLORIDA
COUNTY OF BREVARD

On this day personally appeared before me, the undersigned officer duly authorized by the laws of the State of Florida to take acknowledgments, Janice M. Greene, President and Donna White, Secretary of Tickets 2 Go (USA), Inc., a Florida corporation, and both of whom are personally known to me, acknowledged that they executed the foregoing Certificate of Amendment as such officers for and on behalf of said Corporation after having been duly authorized so to do.

WITNESS my hand and official seal at Melbourne, Florida, this 22nd day of February, 1995.

Notary Public

My Commission Expires:

P95000008168

KRASNY AND DETTMER
A PARTNERSHIP OF PROFESSIONAL ASSOCIATIONS
ATTORNEYS AND COUNSELORS AT LAW

ATRIUM PROFESSIONAL CENTRE
780 SOUTH APOLLO BOULEVARD
POST OFFICE BOX 428
MELBOURNE, FLORIDA 32902-0428

TELEPHONE (407) 723-5646
TELECOPIER (407) 768-1147
March 19, 1996

MIKE KRASNY
DALE A. DETTMER
SCOTT KRASNY

*BOARD CERTIFIED IN TAXATION

Division of Corporations
Department of State
P.O. Box 6327
Tallahassee, Florida 32301

700001753117
-03/21/96--01087--002
*****35.00 *****35.00

Re: Tickets 2 Go Travel, Inc.

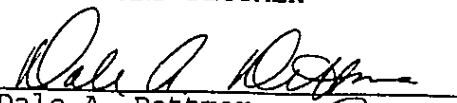
Gentlemen:

Enclosed herewith please find my trust account check in the amount of \$35.00 to cover the cost of changing the registered office and registered agent of the above-captioned corporation.

Thank you for your attention to this matter.

Very truly yours,

KRASNY AND DETTMER


Dale A. Dettmer

DAD:sc
Enc.

FILED
96 APR - 1 AM 9:53
SECRETARY OF STATE
TALLAHASSEE FLORIDA

RA Chg.

V8 APR 5 1996



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

March 27, 1996

DALE A. DETTMER
POST OFFICE BOX 428
MELBOURNE, FL 32902-0428

SUBJECT: TICKETS 2 GO TRAVEL, INC.
Ref. Number: P95000008168

We have received your document for TICKETS 2 GO TRAVEL, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

We are enclosing a computer printout which reflects the registered agent and registered office now on file with this office. Please amend your document accordingly.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6909.

Velma Shepard
Corporate Specialist

Letter Number: 696A00014044

RECEIVED
MAR -1 PM 8:10
DIVISION OF CORPORATIONS

Charter No: P95000008168
Date Filed: 3/17/95

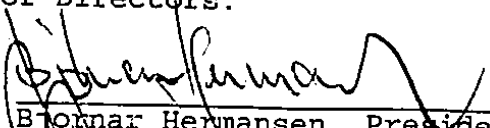
STATEMENT OF CHANGE OF REGISTERED OFFICE
AND REGISTERED AGENT

FILED
96 APR - 1 AM 9:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Sections 607.0501 and 607.052 under the laws of the State of Florida, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement for the purpose of changing its registered office and registered agent in the State of Florida.

1. The name of the Corporation is: Tickets 2 Go Travel, Inc.
- X 2. The name and address of its present registered agent is:
Corporation Information Services
1201 Hays Street
Tallahassee, FL 32301
3. The name and street address to which its registered agent is to be changed is:
Janice M. Greene
221 E. Eau Gallie Boulevard
Melbourne, FL 32937
4. The street address of its registered office and the street address of the business office of its registered agent, as changed, are identical.
5. Such change was authorized by resolution duly adopted by its board of directors or by an officer of the Corporation so authorized by the Board of Directors.

Date:


Bjornar Hermansen, President

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATION OF MY POSITION AS REGISTERED AGENT UNDER SECTION 607.0505, FLORIDA STATUTES.

Date:


Janice M.

ne, Registered Agent

P95000008168

KRASNY AND DETTMER
PARTNERSHIP OF PROFESSIONAL ASSOCIATIONS
ATTORNEYS AND COUNSELORS AT LAW

ATRIUM PROFESSIONAL CENTRE
780 SOUTH APOLLO BOULEVARD
POST OFFICE BOX 428
MELBOURNE, FLORIDA 32902-0428

TELEPHONE (407) 723-8646
TELECOPIER (407) 768-1147

November 12, 1996

*BOARD CERTIFIED IN TAXATION

MIKE KRASNY
DALE A. DETTMER
SCOTT KRASNY

Division of Corporations
Department of State
P.O. Box 6327
Tallahassee, Florida 32301

600002006246--3
-11/15/96--01085--018
*****35.00 *****35.00

RE: Tickets 2 Go Travel, Inc.

Gentlemen:

Enclosed is a Statement of Change of Registered Office and Registered Agent for filing. I also enclose a check in the amount of \$35.00 to cover the filing fee.

Thank you for your attention to this matter.

Very truly yours,

KRASNY AND DETTMER

Dale A. Dettmer
Dale A. Dettmer

DAD:sc
Enc.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

55 NOV 15 AM 9:40

APPROVED
AND
FILED

AM
P95000008168
RACH
11-15-96

Charter No: P95000008168
Date Filed: 3/17/95

STATEMENT OF CHANGE OF REGISTERED OFFICE
AND REGISTERED AGENT

Pursuant to the provisions of Sections 607.0501 and 607.052, or 607.1508, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement for the purpose of changing its registered office and registered agent in the State of Florida.

1. The name of the Corporation is: Tickets 2 Go Travel, Inc.
2. The name and address of its present registered agent is:

Janice M. Greene
221 E. Eau Gallie Boulevard
Melbourne, FL 32937

3. The name and street address to which its registered agent is to be changed is:

Alan El Tobgui
190 S. Sykes Creek Parkway
Merritt Island, FL 32952

4. The street address of its registered office and the street address of the business office of its registered agent, as changed, are identical.
5. Such change was authorized by resolution duly adopted by its board of directors or by an officer of the Corporation so authorized by the Board of Directors.

Date:


Bjornar Hermansen, President

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATION OF MY POSITION AS REGISTERED AGENT UNDER SECTION 607.0505, FLORIDA STATUTES.

Date:


Alan El Tobgui, Registered Agent

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

96 NOV 15 AM 9:40

APPROVED
AND
FILED