

Rodriguez, Kinzbrunner & Company

A Partnership of Professional Associations

Miguel J. Rodriguez, CPA
David Kinzbrunner, CPA
Zeta Kinzbrunner, CPA

P95000012547

RECEIVED
FEB 13 AM 8:03

February 10, 1995

Corporate Records Bureau
P.O. Box 6327
Tallahassee, FL 32314

RECEIVED
FEB 13 AM 8:03
122.50

To Whom It May Concern:

Please find enclosed an original set of the ARTICLES OF INCORPORATION for Travel Savers Enterprises, Inc., and a check in the amount of \$122.50, the filing fee.

Travel Savers Enterprises, Inc. would like this incorporation to be effective as of date of execution of said Articles.

Please return any papers or information regarding this to me at our Davie address listed below. I may be reached between 9:00 and 5:00 Monday through Friday if you require any additional information.

Sincerely yours,

RODRIGUEZ, KINZBRUNNER & COMPANY

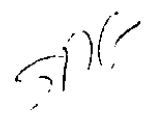

Miguel J. Rodriguez

EFFECTIVE DATE

FEB 10 1995

MJR:zk

Enclosures (2)

cc: Travel Savers Enterprises, Inc. 

ARTICLES OF INCORPORATION
OF
TRAVEL SAVERS ENTERPRISES, INC.

RECEIVED
FEB 19 AM 8:03

Article I - Name

The name of the corporation shall be:

TRAVEL SAVERS ENTERPRISES, INC.

The principal place of business of this corporation shall be
9028 N.W. 25th Court, Coral Springs, Florida.

Article II - Duration

This corporation shall commence its corporate existence on
the date of execution and acknowledgment of these Articles.

Article III - Purpose

This corporation is organized for the purpose of transacting
any and all lawful business permitted under the laws of the United
States, the State of Florida, or any other state, country,
territory or nation.

Article IV - Capital Stock

The maximum number of shares of stock that this corporation is
authorized to have outstanding at any one time is 500 shares of
common stock having \$1 par value per share.

Article V - Preemptive Rights

Every shareholder, upon the sale of any unissued stock of this
corporation for cash, assets or other consideration, 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.

EFFECTIVE DATE

FEB 10 1995

Article VI - Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 4801 South University Drive, Suite 302 West, Davie, Florida 33328 and the name of the initial registered agent of this corporation at that address is Miguel J. Rodriguez.

Article VII - Initial Board of Directors

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. The name and address of the initial director of this corporation is:

Peter Coloyan
9028 N.W. 25th Court
Coral Springs, FL

ARTICLES-INCORPORATORS

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

Miguel J. Rodriguez
4801 South University Drive
Suite 302 West
Davie, FL 33328

Article IX - Indemnification

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

Article X - By-Laws

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

Article XI - Amendment

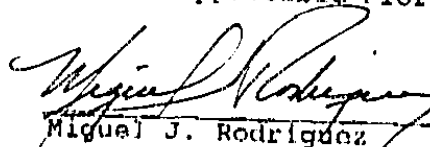
This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the Shareholders is subject to this reservation.

The undersigned incorporator has executed these Articles of Incorporation this TENTH day of FEBRUARY 1995.


Miguel J. Rodriguez

Acceptance of Designation

The undersigned, Miguel J. Rodriguez, hereby accepts the designation of himself as registered agent for this corporation and agrees to serve in compliance with all applicable Florida Statutes.


Miguel J. Rodriguez

95 FEB 13 AM 8:03