

CORPORATION INFORMATION
SERVICES, INC.
1201 HAYS STREET
TALLAHASSEE, FL 32310
904-222-9171
904-222-0393 FAX

csc networks

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

800-342-8086

95 MAR -1 AM 11:25
DIVISION OF CORPORATION

ACCOUNT NO. : 072100000032

REFERENCE : 550589 4656A

AUTHORIZATION : *Patricia Pizito*

COST LIMIT : \$ 122.50

ORDER DATE : March 1, 1995

ORDER TIME : 10:42 AM

ORDER NO. : 550589

CUSTOMER NO: 4656A

CUSTOMER: Elizabeth Galvin, Legal Asst
GREENBERG TRAUIG HOFFMAN
LIPOFF ROSEN & QUENTEL, P. A.
22nd Floor
1221 Brickell Avenue
Miami, FL 33131-3238

FILED
95 MAR -1 PM 11:35
TALLAHASSEE, FL 32310
SECTION 1
SECRET

800001418348

DOMESTIC FILING

RUSH WILL WAIT

NAME: ISLAND OUTPOST TRAVEL, INC.

RUSH WILL WAIT

P95000016801

XXXXX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XXXXXX CERTIFIED COPY
☒ PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Karen B. Rozar

EXAMINER'S INITIALS:

(R, some)
TL
3-1-95
02/A

GREENBERG

ATTORNEYS AT LAW

TRAUBIG

Leonard J. Adler
Fernando C. Alonso
Cesar E. Alvarez
Liliana Aronson
Daniel H. Aronson
David L. Ashburn
Charles M. Auslander
Fred W. Baggett
Keri L. Barsh
Hilary Bass
V. Dawn Bieghley
Norman J. Bonford
Dale S. Braggman
Paul Berkowitz
Bridget Berry
Mark E. Bolan
Lawrence Jon Bolley
Mark D. Bloom
Reginald E. Boothallier, Jr.
Howard Braggman
Blake D. Braggman
Francis B. Braggman, Jr.
Burt Branton
Bernardo Bratslav
Joseph A. Carballo
Diane Wagner Carr
David R. Chase
Michael J. Chertoga
Amy Chomko
Sue M. Cohn

C. David Couch
Alfred A. De Grandis
Alan E. Diamond
Joni E. Donato
Laura A. Dougherty
Caprice R. Duff
William R. Eck
Kenneth Edelman
Arthur J. England, Jr.
Gary M. Epstein
Helen A. Fuchsman
Henry H. (Bucky) Fox
Jorge E. Freeland
Jeffrey R. Fried
Robert J. Frydman
Robert C. Gamp
Richard G. Garrett
Brian K. Gatt
David J. George
Jeffrey Gilbert
Laura L. Gilman
Bruce H. Gales Klein
Richard J. Gansky
Lawrence Goldofsky
Joel K. Goldman
Steven L. Goldman
Glenn L. Goldstein
Joseph G. Goldstein
Steven S. Goodman
Matthew H. Gordon

Dianne Greenberg
Melvin S. Greenberg
Robert L. Grossman
Barbara A. Hall
Page A. Harper
Fred F. Harris, Jr.
Steven M. Hoffman
Alberto M. Hernandez
Jeffrey A. Hirsch
Kenneth L. Hoffman
Larry J. Hoffman
Kenneth A. Horby
John Harrison Hough
Gerald J. Houghman
Andrew Hulsh
John B. Hutton
Keith A. James
Martin Kalla
Steven M. Katzman
David S. Keim
Holly W. Kimmel
Steven J. Kravitz
J. D. Boone Kuersteiner
Christopher L. Kuzner
Ronald C. LaFare
Gustavo J. Lamedas
Steven A. Landy
Steven B. Lapides
Nancy H. Lash
Mashe M. Leberfeld

James P. S. Leshaw
Marc S. Levin
Oscar Levin
Michael P. Levinson
Norman D. Lipoff
Carlos E. Lommet
Joan P. Lommet
Rene E. Macdonough
Robert P. Martin
Alfred J. Mafelatto
Samantha D. Mallon
Fernando Margott
Ines Marietta Priegues
Eustacio J. Martin
Roberto Martinez
Pedro J. Martinez Canga
Joel D. Masea
Juan J. Mayol, Jr.
Craig T. McClung
Robert R. McDonald
Murray B. Olicker
Rebecca H. Orand
Deldra M. Orshelsky
Aileen Ortega
A. Loewner Pardo
Susan J. Pardo
Rose Patricia Ramon
Michael G. Park
Marshall B. Pasternack
Selva S. Penneys

Sheldon S. Polish
Roberto R. Popo
Albert D. Quaceta
Vivian Dora Quicaga
C. Ryan Reetz
Mark J. Reisman
Harry Scott Richard
Douglas J. Hillstone
Andrés Rivera
A. Jeffrey Robinson
Kenneth H. Robinson
Raquel A. Rodriguez
Alan H. Rubinik
Marvin S. Rosen
Richard A. Rosenbaum
Ronald M. Rosengarten
David L. Ross
Stephen D. Sanford
Gary A. Saul
Elliot H. Schecker
Mark P. Schnapp
Clifford A. Schulman
Handy J. Shaw
Paul A. Sholowitz
Brian J. Sherr
Marlene K. Silverman
Holly R. Skolnick
Charles E. Silver, Jr.
Joel L. Slicker
Douglas R. Thornburg

Robert H. Tarring
Tyler L. Thomas
Brian J. Walsh
Keith Wasserstein
Jeffrey Wellborn
David L. Wells
Bradford D. West
Howard A. Whitaker
Jerrold A. Wish
Timothy D. Wolfe
Linda G. Worlan
Julie A. Zahriser

I. Wayne Davis, of Counsel
Arnold J. Hoffman, of Counsel
Patrick T. O'Brien, of Counsel
Allan Salasin, of Counsel
Paul F. Shapiro, of Counsel
H. Allan Shore, of Counsel
Craig E. Stein, of Counsel
Mato M. Watson, of Counsel
John A. S. Williamson, of Counsel
Zachary D. Wolff, Retired

Elizabeth C. Calvin, L.A.
305-789-5449

February 28, 1995

Florida Division of Corporations
DOMESTIC CHARTER SECTION
P. O. Box 6327
Tallahassee, FL 32314

RE: ISLAND OUTPOST TRAVEL, INC.

Enclosed herewith are three duly executed originals of ARTICLES OF INCORPORATION for the captioned corporation. Also enclosed is a check in the amount of \$ 122.50 to cover the cost of the filing and one certified copy. Please stamp the third copy and return all to me.

Should anything further be required, please do not hesitate to contact me. Thank you for your assistance.

Very truly yours,



ARTICLES OF INCORPORATION
OF
ISLAND OUTPOST TRAVEL, INC.

FILED
95 MAR -1 11:35
SEC. OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

The name of the corporation is ISLAND OUTPOST TRAVEL, INC., (hereinafter called the "Corporation").

ARTICLE II

The address of the principal office and the mailing address of the Corporation is c/o: Susan (Wendy) Hart, 1330 Ocean Drive - 4th Floor - Miami Beach, FL 33139.

ARTICLE III

The capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows:

<u>Number of Shares</u> <u>Authorized</u>	<u>Par Value</u> <u>Per Share</u>	<u>Class of</u> <u>Stock</u>
1,000	\$ 0.01	Common

ARTICLE IV

The Corporation shall hold a special meeting of shareholders only:

- (1) On call of the Board of Directors or persons authorized to do so by the Corporation's Bylaws; or
- (2) If the holders of not less than 50 percent of the persons entitled to vote on any issue proposed to be considered at the proposed special meeting sign, date, and deliver to the Corporation's secretary one or more written demands for the meeting describing the purpose or purposes for which it is to be held.

ARTICLE V

The street address of the Corporation's initial registered office is 1201 Hays Street, City of Tallahassee, County of Leon, State of Florida 32301, and the name of its initial registered agent at such office is Corporation Information Services, Inc.

ARTICLE VI

The Board of Directors of the Corporation shall consist of at least one director, with the exact number to be fixed from time to time in the manner provided in the Corporation's

Bylaws. The number of directors constituting the Initial Board of Directors are two, and the names and addresses of the members of the Initial Board of Directors, who will serve as the Corporation's director until successors are duly elected and qualified are:

SUSAN (WENDY) HART
1330 Ocean Drive - 4th Floor
Miami Beach, FL 33139

LAWRENCE MESTEL
825 Eighth Avenue - 24th Floor
New York, NY 10019

ARTICLE VII

The name of the Incorporator is Richard J. Giusto, and the address of the Incorporator is 1221 Brickell Avenue, Miami, FL 33131.

ARTICLE VIII

This Corporation shall indemnify and shall advance expenses on behalf of its officers and directors to the fullest extent not prohibited by law in existence either now or hereafter.

IN WITNESS WHEREOF, the undersigned, being the Incorporator named above, for the purpose of forming a corporation pursuant to the Florida Business Corporation Act of the State of Florida has signed these Articles of Incorporation this 28th day of February, 1995.



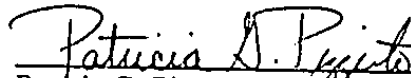
RICHARD J. GIUSTO - Incorporator

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned, having been named the Registered Agent of ISLAND OUTPOST TRAVEL, INC., hereby accepts such designation and is familiar with, and accepts, the obligations of such position, as provided in Florida Statutes §607.0505.

CORPORATION INFORMATION SERVICES,
INC., Registered Agent

BY:



Patricia G. Pizzuto, Agent for Registered Agent

Dated: March 1, 1995.

P95000016801



ACCOUNT NO. : 0721000000032
REFERENCE : 567803 4656A
AUTHORIZATION : *Patricia Pzyt*
COST LIMIT : \$ 87.50

567803
MARCH 29 1995
FILED

ORDER DATE : March 29, 1995

ORDER TIME : 9:17 AM

ORDER NO. : 567803

000001447579

CUSTOMER NO: 4656A

CUSTOMER: Elizabeth Galvin, Legal Asst
Greenberg Traurig Hoffman
22nd Floor
1221 Brickell Avenue
Miami, FL 33131-3238

DOMESTIC FILINGS

RUSH WILL WAIT

..... ATTENTION: KAREN BEYER
NAME: ISLAND OUTPOST TRAVEL, INC.

XX ARTICLES OF DISSOLUTION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
XX PLAIN STAMPED COPY
____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Lynne Roberts

EXAMINER'S INITIALS: *RL*

GREENBERG

TRAURIG

Leonard J. Adler
Fernando C. Alonso
Gustav L. Alvarez
Eliana Armas
Daniel H. Aronson
David C. Ashburn
Charles M. Auslander
David T. Azrin
Fred W. Baggett
Kerri L. Barsh
Hilario Bass
V. Dawn Beighley
Norman J. Benford
Lisa J. Berger
Dale S. Bergman
Paul Berkowitz
Bridget Berry
Mark F. Bileau
Lawrence Jon Bielby
Mark D. Bloom
Reginald L. Bonfillier, Jr.
Howard Bregman
Blake D. Briggold
Francis R. Bruggan, Jr.
Burt Bruton
Bernardo Burstein
Joseph A. Caballo
Diane Wagner Carr

David R. Chase
Michael J. Cherniga
Amy Choukko
Sue M. Cichy
E. Frank Cordero
C. Deryl Couch
Albert A. del Castillo
Alan J. Diamond
Erini L. Donato
Lucia A. Dougherty
Gandace R. Duff
William B. Eck
Kenneth Edelman
Arthur J. Englund, Jr.
Gary M. Epstein
Henry H. (Husky) Fox
Jeffrey R. Fried
Robin F. Frydman
Robert C. Gang
Richard G. Garrett
Brian K. Gatt
David J. George
Jeffrey Gilbert
Laurie L. Gilman
Bruce H. Giles-Klein
Richard J. Glusto
Lawrence Golofsky
Joel K. Goldman

Steven F. Goldman
Steven M. Goldsmith
Joseph G. Goldstein
Steven S. Goodman
Matthew B. Gerson
Dianne Greenberg
Melvin N. Greenberg
Robert L. Grossman
Barbara A. Hall
Patrice A. Harper
Fred F. Harris, Jr.
Steven M. Hellman
Alberto M. Hernandez
Jeffrey A. Hirsch
Kenneth G. Hoffman
Larry J. Hoffman
Kenneth A. Hurky
Gerald J. Houbban
John B. Hutton
Keith A. James
Martin Kalb
Steven M. Katzman
David S. Katin
Steven J. Kavitz
J. D. Boone Kuersteiner
Ronald C. LaFace
Steven A. Landy
Steven B. Lapidus

Nancy B. Lash
Moshe M. Lehtfield
James P. S. Leshaw
Marc S. Levin
Oscar Levin
Michael P. Levinson
Norman H. Lipoff
Cachus E. Loumter
Juan P. Loumter
Bruce E. Macdonough
Robert P. Martin
Alfred J. Matalotto
Samantha D. Mallow
Ines Marrero-Priego
Enrique J. Martin
Roberto Martinez
Isidro J. Martinez-Fraga
Joel D. Maser
Juan J. Mayol, Jr.
Robert R. McDonald
John T. Metzger
Janet L. O'Brien
Maury R. Olicker
Rebecca R. Orand
Debbie M. Orshofsky
Adrian Ortega
A. Friesner Parlo
Steven J. Parlo

Ross Parish Hamon
Michael G. Park
Marshall R. Pasternack
Sylvia S. Penneys
Byron G. Peteresen
Sheldon S. Pollish
Roberto R. Pope
Albert D. Quentel
Vivian Paros Quiroga
C. Ryan Reetz
Mark J. Reisman
Luis Reiter
Harry Scott Richard
Douglas J. Rillstone
A. Jeffrey Robinson
Kenneth B. Robinson
Raquel A. Rodriguez
Alan H. Roelrick
Marvin S. Rosen
Richard A. Rosenbaum
Ronald M. Rosengarten
David L. Ross
Gary A. Saul
Elliot H. Scherker
Mark P. Schnapp
Clifford A. Schulman
Randy J. Shaw
Paul A. Shohowitz

Brian J. Short
Marlene K. Silverman
Holly B. Skolnick
Laura P. Stephenson
Charles E. Silver, Jr.
Joel L. Stocker
Douglas R. Thornburg
Robert H. Trautwig
Brian J. Walsh
Keith Wasserstrom
Jeffrey Weithorn
David E. Wells
Bradford D. West
Howard W. Whitaker
Jerrold A. Wish
Timothy D. Wolfe
Linda G. Worton
Julie A. Zahmer

T. Wayne Davis, of Counsel
Arnold J. Hoffman, of Counsel
Patrick T. O'Brien, of Counsel
Allan Salavin, of Counsel
Paul E. Shapiro, of Counsel
Craig E. Stein, of Counsel
Marc M. Watson, of Counsel
Zachary H. Wolff, Retired

Richard J. Glusto, Esq.
305-579-0559

March 27, 1995

Florida Secretary of State
DIVISION OF CORPORATIONS
409 East Gaines Street
Tallahassee, FL 32301

RE: ISLAND OUTPOST TRAVEL, INC.

The undersigned, being the Sole Incorporator of the captioned corporation, is hereby dissolving said corporation and preparing and filing Articles of Organization titled ISLAND OUTPOST TRAVEL, L.C., (a limited liability company). In addition, I do hereby advise that I have no objection to use of the same name and that I have no intention of revoking the Articles of Dissolution for the captioned corporation.

Should you have any questions, please feel free to call me.

Very truly yours,

Richard J. Glusto
Richard J. Glusto

**ARTICLES OF DISSOLUTION OF
ISLAND OUTPOST TRAVEL, INC.**

Pursuant to the provisions of §607.1401 of the Florida Business Corporation Act, ISLAND OUTPOST TRAVEL, INC., a Florida corporation (the "Corporation"), hereby adopts the following Articles of Dissolution and certifies the following information for the purposes of dissolving the Corporation:

1. The name of the Corporation filing these Articles of Dissolution is ISLAND OUTPOST TRAVEL, INC.
2. The Corporation's Articles of Incorporation were filed with the Florida Secretary of State on March 1, 1995 under Document #P95000016801.
3. The Corporation has not commenced business and none of the shares of the Corporation have been issued.
4. No debt of the Corporation remains unpaid.
5. The net assets of the corporation remaining after winding up have been distributed to the shareholders, if shares have been issued.
6. The sole Incorporator of the Corporation authorized the dissolution.

IN WITNESS WHEREOF, the undersigned being the sole Incorporator of the Corporation has executed these Articles of Dissolution on behalf of the Corporation this 27th of March, 1995.

**ISLAND OUTPOST TRAVEL, INC., a Florida
corporation**

BY: Richard J. Giusto
RICHARD J. GIUSTO, Sole Incorporator