

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

800-342-8086

CSC networks

MAIL TO:
P.O. BOX 51128
TALLAHASSEE, FL 32314

ACCOUNT NO. : 072100000032

REFERENCE : 553499 3273E

AUTHORIZATION :

COST LIMIT : \$ 122.50

Patricia Pizito

ORDER DATE : March 6, 1995

ORDER TIME : 8:31 AM

ORDER NO. : 553499

CUSTOMER NO: 3273E

CUSTOMER: Karen Bohn, Legal Assistant
BAKER & HOSTETLER

Suite 2300, Sunbank Center
200 South Orange Avenue
Orlando, FL 32801

DOMESTIC FILING

P95000018135

NAME: WILSON TRAVEL COMPANY

XXXXX ARTICLES OF INCORPORATION
____ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

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

CONTACT PERSON: Karen B. Rozar

EXAMINER'S INITIALS:

RM
3-6-95
02/4

FILED
95 MAR - 6 PM 8:15
TALLAHASSEE, FL

300001421503

Articles of Incorporation
of
WILSON TRAVEL COMPANY

FILED
95 MAR -6 PM 3:13
SECRET
TALLAHASSEE, FLORIDA

ARTICLE I

Name and Duration

The name of the Corporation is WILSON TRAVEL COMPANY. The duration of the Corporation is perpetual. The effective date upon which this Corporation shall come into existence shall be the date these Articles are filed by the Secretary of State.

ARTICLE II

Principal Office

The address of the principal office of the Corporation is 8505 West Irlo Bronson Memorial Highway, Kissimmee, Florida 34747.

ARTICLE III

Registered Office and Agent

The address of the registered office in the State of Florida is 2300 Sun Bank Center, 200 South Orange Avenue, in the City of Orlando, County of Orange. The name of the registered agent at such address is A.G.C. Co.

ARTICLE IV

Corporate Purposes, Powers and Rights

1. The nature of the business to be conducted or promoted and the purposes of the Corporation are to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act.

2. In furtherance of its corporate purposes, the Corporation shall have all of the general and specific powers and

rights granted to and conferred on a corporation by the Florida Business Corporation Act.

ARTICLE V

Capital Stock

1. The total number of shares of capital stock which the Corporation has the authority to issue is 2,500 shares of Common Stock ("Common Stock") \$1.00 par value per share.

ARTICLE VI

Incorporator

The name and mailing address of the incorporator of this Corporation is as follows:

<u>Name</u>	<u>Address</u>
A.G.C. Co.	2300 Sun Bank Center 200 South Orange Avenue Post Office Box 112 Orlando, Florida 32802

ARTICLE VII

Board of Directors

1. The number of members of the Board of Directors may be increased or diminished from time to time by the Bylaws; provided, however, there shall never be less than one. Each director shall serve until the next annual meeting of shareholders.

2. If any vacancy occurs in the Board of Directors during a term, the remaining directors, by affirmative vote of a majority thereof, may elect a director to fill the vacancy until the next annual meeting of shareholders.

3. The names and mailing addresses of the persons who shall serve as directors of the Corporation until the first annual meeting of the shareholders are as follows:

<u>Name</u>	<u>Address</u>
Spence Wilson	1629 Winchester Road Memphis, Tennessee 38116
C. Kemmons Wilson, Jr.	1629 Winchester Road Memphis, Tennessee 38116
Robert A. Wilson	1629 Winchester Road Memphis, Tennessee 38116
Kemmons Wilson	1629 Winchester Road Memphis, Tennessee 38116
Carole W. Wilson	1629 Winchester Road Memphis, Tennessee 38116
Betty Wilson Moore	1629 Winchester Road Memphis, Tennessee 38116

ARTICLE VIII

Amendment

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon shareholders herein are granted subject to this reservation.

ARTICLE IX

Bylaws

The power to adopt, amend or repeal bylaws for the management of this Corporation shall be vested in the Board of Directors or the shareholders, but the Board of Directors may not amend or repeal any bylaw adopted by the shareholders if the

shareholders specifically provide that such bylaw is not subject to amendment or repeal by the Board of Directors.

ARTICLE X

Indemnification

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

ARTICLE XI

Transfer of Shares


If, from time to time, a shareholders' agreement among all of the shareholders of the Corporation is in effect regarding the Subchapter S status of the Corporation pursuant to the Internal Revenue Code of the United States in effect from time to time, then transfers of the Corporation's Common Stock made not in accordance with such agreement, whether by operation of law or otherwise, are null and void ab initio.

The undersigned, for the purpose of forming a corporation under the laws of the State of Florida, does make, file and record these Articles of Incorporation, and does certify that the facts herein stated are true; and I have accordingly hereunto set my hand and seal.

DATED at Orlando, Orange County, Florida, this 2nd day of March, 1995.

A.G.C. Co.

By:


RICHARD T. FULTON
Vice President

STATE OF FLORIDA)
) SS.
COUNTY OF ORANGE)

The foregoing instrument was acknowledged before me this
7th day of March, 1995, by RICHARD T. FULTON
of A.G.C. Co., an Ohio corporation, on behalf of the corporation.
He is personally known to me or has produced _____
as identification.

(NOTARY SEAL)

Karen L. Bohn
(Notary Signature)

Karen L. Bohn
(Notary Name Printed)
NOTARY PUBLIC
Commission No. _____



KAREN L. BOHN
MY COMMISSION # CC434547 EXPIRES
September 10, 1998
BONDED THRU TROY FARM INSURANCE, INC

D:\22063\93128\ARTICLES
02\23\95.klb

FILED
95 MAR -6 PM 3:13
SEC
TALLAHASSEE, FLORIDA

REGISTERED AGENT CERTIFICATE

In pursuance of the Florida Business Corporation Act, the following is submitted, in compliance with said statute:


That WILSON TRAVEL COMPANY, desiring to organize under the laws of the State of Florida, with its registered office, as indicated in the Articles of Incorporation at the City of Orlando, County of Orange, State of Florida, has named A.G.C. Co., located at said registered office, as its registered agent to accept service of process and perform such other duties as are required in the State.

ACKNOWLEDGMENT:

Having been named to accept service of process and serve as registered agent for the above-stated Corporation, at the place designated in this Certificate, the undersigned, by and through its duly elected officer, hereby accepts to act in this capacity, and agrees to comply with the provision of said statute relative in keeping open said office, and further states that it is familiar with §607.0501, Florida Statutes.

A.G.C. Co.

By:


RICHARD T. FULTON
Vice President

DATED: March 2, 1995

P9500018135



ACCOUNT NO. : 072100000032

REFERENCE : 708381 3273E

AUTHORIZATION : Patricia Pajuste

COST LIMIT : \$ 35.00

200001610452

ORDER DATE : October 13, 1995

ORDER TIME : 9:55 AM

ORDER NO. : 708381

CUSTOMER NO: 3273E

CUSTOMER: Karen Bohn, Legal Assistant
Baker & Hostetler
2300 Sun Bank Ctr., Box 112
200 South Orange Avenue
Orlando, FL 32802

RECEIVED
95 OCT 13 AM 11:07
DIVISION OF CORPORATION

DOMESTIC AMENDMENT FILING

NAME: WILSON TRAVEL COMPANY

XXX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XXX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Harry B. Davis

EXAMINER'S INITIALS:

Handwritten initials and date: 10/13/95

FILED
95 OCT 13 AM 11:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**CERTIFICATE OF AMENDMENT TO THE
ARTICLES OF INCORPORATION
OF
WILSON TRAVEL COMPANY**

Pursuant to the requirements of Sections 607.1003 and 607.1006, Florida Statutes, the undersigned does hereby make, swear to, adopt and file this Certificate of Amendment to the Articles of Incorporation of WILSON TRAVEL COMPANY (the "Corporation"), which Corporation was incorporated under the laws of the State of Florida on March 6, 1995, under Charter No. P95000018135:

1. All the members of the Board of Directors of the Corporation have recommended a proposed corporate name change to the shareholders of the Corporation, and the shareholders of the Corporation have unanimously voted to change the Corporation's corporate name from WILSON TRAVEL COMPANY to WILSON TRAVEL GROUP, INC. Therefore, Article I of the Corporation's Articles of Incorporation shall be deleted in its entirety and the following inserted in its place:

ARTICLE I

Name and Duration

"The name of the Corporation shall be WILSON TRAVEL GROUP, INC. The duration of the Corporation is perpetual. The effective date upon which this Corporation shall come into existence shall be the date these Articles are filed by the Secretary of State."

FILED
95 OCT 13 AM 11:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2. All other provisions of the Corporation's Articles of Incorporation shall remain in full force and effect, unaltered except as expressly provided above.

3. The foregoing amendment to the Articles of Incorporation was unanimously adopted by all the members of the Board of Directors and all the shareholders of the Corporation on the 19th day of September, 1995, and the number of votes cast for the name change amendment was sufficient for approval.

DATED this 19th day of September, 1995.

WILSON TRAVEL COMPANY, a
Florida corporation

By:

Spence Wilson
Spence Wilson, President.

WILSON TRAVEL COMPANY
*****CORPORATE SEAL*****

STATE OF Tennessee)
COUNTY OF Shelby) ss.

19th day of September, 1995, by SPENCE WILSON, as President of WILSON TRAVEL COMPANY, a Florida corporation, on behalf of the corporation. He is personally known to me or has produced _____ an identification.

(NOTARY SEAL)

Deborah M. Hughes
(Notary Signature)

Deborah M. Hughes
(Notary Name Printed)
NOTARY PUBLIC
Commission No. _____

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