

P95000022250

McLin Burnsed Morrison
Johnson & Robuck

ATTORNEYS AT LAW

David G. Larkin
Walter S. McIn, III
G. Michael Mahoney
Fred A. Morrison
Richard P. Hewman
John R. Reid, Jr.
H.D. Robuck, Jr.
Steven M. Roy
Kevin A. Senlaer
Phillip S. Smith

March 9, 1995

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

Re: Request for Certification of Incorporation for
proposed corporation: TRAVEL AUTHORITY, INC.

Gentlemen:

Find enclosed our firm's check in the amount of \$122.50, to cover
the following fees of your office.

Filing Fee	\$35.00
Certification of Charter	52.50
Registered Agent Designation	35.00

We enclose executed original and one copy of the Articles of
Incorporation of this proposed corporation, with executed
registered agent form thereon. Please endorse your approval on the
copy, certify the same and return it to us.

Thank you for your attention to this matter.

Sincerely,

Steven M. Roy
Steven M. Roy

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

March 13, 1995

STEVEN R. ROY
1000 WEST MAIN STREET
LEESBURG, FL 34749-1357

SUBJECT: TRAVEL AUTHORITY, INC.
Ref. Number: W95000005556

We have received your document for TRAVEL AUTHORITY, INC. and check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

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) 487-6878.

Terri Buckley
Corporate Specialist

Letter Number: 595A00011150

**ARTICLES OF INCORPORATION
OF
TRAVEL AUTHORITY EXPRESS, INC.**

The undersigned, acting as incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation:

ARTICLE I. NAME

The name of this corporation is TRAVEL AUTHORITY EXPRESS, INC.

**ARTICLE II. PRINCIPAL OFFICE OR MAILING
ADDRESS OF CORPORATION**

The principal office and mailing address of this corporation is: 9846 U.S. Highway 441, Leesburg, Florida 34788.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is:

Seven thousand five hundred (7,500) shares of common stock all of one class, having a nominal or par value of ONE DOLLAR (\$1.00) per share.

ARTICLE IV. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 1000 West Main Street, Leesburg, Florida 34748, and the name of the initial registered agent of this corporation at that address is STEVEN M. ROY.

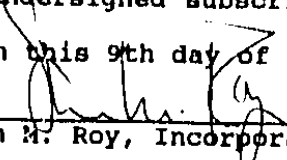
ARTICLE V. INCORPORATOR

The name and address of the person signing these Articles of Incorporation is STEVEN M. ROY, 900 West Main Street, Leesburg, Florida.

ARTICLE VI. 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.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 9th day of March, 1995.



Steven M. Roy, Incorporator

ACCEPTANCE BY REGISTERED AGENT:

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THE FOREGOING ARTICLES OF INCORPORATION, 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 RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.



Steven M. Roy

STATE OF FLORIDA
COUNTY OF LAKE

The foregoing instrument was acknowledged before me this
day of March, 1995, by STEVEN M. ROY, Incorporator, who is
personally known to me.

Janice B. Mansfield
NOTARY PUBLIC-STATE OF FLORIDA
(Signature of Notary)
JANICE B. MANSFIELD

[SEAL]

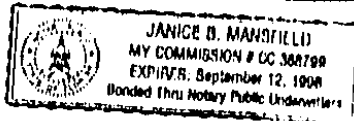
Typed name of Notary)

(Commission Number)

Personally known or
Produced Identification

Type of Identification
Produced:

//corpform/traveauth.art



P95000022250

McLin Burnsed Morrison
Johnson & Robuck

ATTORNEYS AT LAW

-Mailed 4/13/95
April 11, 1995

Brian A. Baker
N. Dewey Burnsed
Richard C. Jones
Stephen W. Johnson
David G. Larkin
Walter B. McLin, III
G. Michael Mahoney
Fred A. Morrison
Richard P. Newman
John R. Reid, Jr.
H.D. Robuck, Jr.
Steven M. Roy
Kevin A. Senter
Phillip B. Smith

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

RECEIVED 4/13/95
04/13/95 01073-016
*****35.00 *****35.00

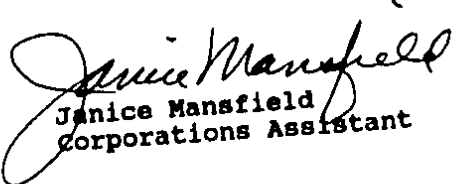
Re: Change of Registered Agent and Address for
Travel Authority Express, Inc.

Gentlemen:

Find enclosed Statement of Change of Registered Office and
Registered Agent for the above corporation, together with our
firm's check in the amount of \$35.00 to cover the filing fee.

Thank you for your attention to this matter.

Sincerely,


Janice Mansfield
Corporations Assistant

kas/jbm
encs
Copy to Mr. John D. McLeod, Jr.
j/corpform/articles.ltr

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 APR 18 AM 12:08

4/21
RP Change
TLI

TO: DIVISION OF CORPORATIONS
P. O. Box 6327, Tallahassee, Florida 32314

SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 APR 10 AM 12:08


**STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED
AGENT OR BOTH FOR CORPORATIONS**

Pursuant to the provisions of section 607.0502 or 607.1508, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in order to change its registered office or registered agent, or both, in the State of Florida.

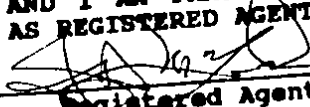
1. The name of the corporation is: **TRAVEL AUTHORITY EXPRESS, INC.**
 - 1a. Date of Incorporation: March 17, 1995, 1994
Document Number 95000072250
2. The name and address of the current registered agent and office:
Steven M. Roy
1000 W. Main Street, Leesburg, Florida 34748
3. The name and address of the new registered agent and office:
JOHN D. McLEOD, JR.
32124 Kinne Pearce Road, Leesburg, Florida 34789

The street address of its registered agent and the street address of the business office of its registered agent as changed, will be identical.

Such change was authorized by resolution duly adopted by its Board of Directors or by an officer so authorized by the Board.

Signature: 
Name & title: **John D. McLeod, Jr.**
Secretary
Date: 4-6-95

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.

Signature: 
Registered Agent
Name: **John D. McLeod, Jr.**
Date: 4-6-95

\$35.00 filing fee enclosed.

a/corpform/regist.chg