

TO: DIVISION OF CORPORATIONS
DEPARTMENT OF REVENUE
STATE OF FLORIDA
409 EAST GAINES STREET
TALLAHASSEE, FL 32399
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CONTACT: RAY STORMONT
PHONE: (305) 541-3694
FAX: (305) 541-3770

((H95000003577))) DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
NAME: PRICE BREAKERS TRAVEL, INC.
FAX AUDIT NUMBER: H95000003577
DATE REQUESTED: 03/28/1995
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ARTICLES OF INCORPORATION
OF

PRICE BREAKERS TRAVEL, INC.

EFFECTIVE DATE

3-28-95

The undersigned incorporator, for the purposes of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

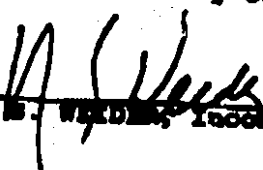
- FIRST: The name of the Corporation is PRICE BREAKERS TRAVEL, INC. (the "Corporation").
- SECOND: The principal office address and mailing address of the Corporation is 2131 Hollywood Boulevard, Suite 307, Hollywood, Florida 33020.
- THIRD: The Corporation is authorized to issue 7,500 shares of common stock, par value \$1.00 per share.
- FOURTH: The street address of the initial registered office of the Corporation is 100 S.E. Second Street, Suite 3910, Miami, Florida 33131 and the registered agent at that address is Norman S. Weider, Esq.
- FIFTH: The name and address of the incorporator of the Corporation is: Norman S. Weider, Esq., 100 S.E. Second Street, Suite 3910, Miami, Florida 33131.
- SIXTH: The Corporation expressly elects not to be governed by Section 607.0901 of the Florida Business Corporation Act, as amended from time to time, relating to affiliated transactions.
- SEVENTH: The Corporation expressly elects not to be governed by Section 607.0902 of the Florida Business Corporation Act, as amended from time to time, relating to control share acquisitions.
- EIGHTH: The corporate existence of the Corporation shall commence on March 28, 1995.

NAME OF PREPARER:
NORMAN S. WEIDER, Esq.
100 S.E. SECOND STREET
SUITE 3910
MIAMI, FLORIDA 33131
FLORIDA BAR No. 150388
(305) 371-6338

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IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 28th day of March, 1995.


NORMAN S. WIDEN, Incorporator

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FORM-100 (Rev. 1-77)

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TO

MAR-29-1995 09:47 FROM EMPIRE

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ACCEPTANCE OF APPOINTMENT
OF
REGISTERED AGENT

I hereby accept the appointment as registered agent contained in the foregoing Articles of Incorporation and state that I am familiar with and accept the obligations of Section 607.0505 of the Florida Business Corporation Act.


NORMAN S. WELSH
Registered Agent

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