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TERRY D. DIXON  
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RICHARD H. FUEYO

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JOHN B. McEWAN II  
RAPHAEL E. MARTINEZ  
H. DAVID LUFF  
THOMAS E. DUKES, III  
WILLIAM E. RUFFALA  
PIERRE J. BEACORD  
JEFFREY S. BADGLEY

April 21, 1995

FEDERAL EXPRESS

Secretary of State  
Division of Corporations  
Attn: Beth Register  
409 East Gaines Street  
Tallahassee, FL 32399

100001468871  
-05/01/95--01025--018  
\*\*\*\*122.50 \*\*\*\*122.50

RE: Panorama Travel, Inc.  
Our File No.: 1623-01

Gentlemen:

Please find enclosed an original and one copy of the Articles of Incorporation and an original and one copy of the Certificate Designating Registered Agent and Place of Business for Service of Process for the above referenced matter. Please place the documents in line for immediate filing as these documents are required in order to open the corporate checking account.

Also enclosed is our firm's check in the amount of \$122.50 which represents filing fees. Please file the Articles of Incorporation and return the copy to our office in the enclosed envelope.

Should you have any questions, please do not hesitate to contact me.

Sincerely,

Jeffrey S. Badgley

JSB/bw  
Enclosures

FILED  
APR 24 1995  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
B. REGISTER APR 24 1995

FILED  
95 APR 24 PM 12:56  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION  
OF  
PANORAMA TRAVEL, INC.

The undersigned subscriber to these Articles of Incorporation, makes, subscribes and acknowledges the following Articles of Incorporation under the laws of the State of Florida.

ARTICLE I.

The name of the corporation shall be:

PANORAMA TRAVEL, INC.

ARTICLE II.

The corporation shall have perpetual existence.

ARTICLE III.

The general nature of the business to be transacted by this corporation shall be:

(a) To engage in every phase and aspect of business that a corporation under the laws of the State of Florida, is authorized to render.

(b) To invest the funds of this corporation in real estate, mortgages, stocks, bonds or any other type of investments, and to own real and personal property necessary for the operation of such corporation.

(c) To do anything necessary and proper for the accomplishment or furtherance of any of the purposes or objects of

this corporation enumerated in these Articles of Incorporation, or any amendment thereof, necessary or incidental to the protection and benefit of this corporation; and in general, either alone or in association with other corporations, firms or individuals, to carry on any lawful pursuit necessary or incidental to the accomplishment or furtherance of such purposes or objects of this corporation.

(d) It is intended that this corporation may conduct and transact any business lawfully authorized and not prohibited by Chapter 607, Florida Statutes, as the same may be from time to time amended.

#### ARTICLE IV.

The aggregate number of shares which the corporation shall have authority to issue shall be 50,000 shares of voting common stock of the par value of \$1.00 per share, which shall be designated "Common Stock".

#### ARTICLE V.

The principal place of business of the corporation shall be:

9427 Telfer Run  
Orlando, FL 32817

The Board of Directors may from time to time designate such other address and place for the principal office of this corporation as it may see fit. The incorporator of the corporation shall be:

Michelle R. Ziegenbein  
2114 Hillcrest Street  
Orlando, Florida 32804

ARTICLE VI.

The initial registered agent of the corporation at the registered address of shall be:

Michelle R. Ziegenbein  
2114 Hillcrest Street  
Orlando, Florida 32804

ARTICLE VII.

The corporation shall have two (2) Directors initially. The number of Directors may be increased or decreased from time to time by the By-Laws adopted by the shareholders, but shall never be less than one (1). The shareholders shall have the right and power at any regular meeting or at any special meeting called for such purpose to remove any director of the corporation with or without cause.

ARTICLE VIII.

The names and addresses of the members of the initial Board of Directors who shall hold office until their successors are elected and have qualified, are as follows:

Bruno Grimaldi  
9427 Telfer Run  
Orlando, FL 32817

Giuseppe C. Castellano, M.D.  
P.O. Box 540057  
Orlando, FL 32854-0057

ARTICLE IX.

The names of the initial officers of the corporation are as follows:

President:	Bruno Grimaldi
Vice-President:	Giuseppe C. Castellano
Treasurer:	Giuseppe C. Castellano
Secretary:	Bruno Grimaldi

ARTICLE X.

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding common shares.

ARTICLE XI.

No shareholder of this corporation may sell or transfer his shares of stock therein except to another individual who is eligible to be a shareholder of this corporation.

ARTICLE XII.

The corporation shall have all the powers and authority now or hereafter granted or permitted by law with respect to indemnification of directors, officers, employees, and agents, including former directors, officers, employees and agents.

ARTICLE XIII.

The corporation elects to have preemptive rights, as provided by the Florida Business Corporation Act. Each shareholder of the corporation shall have the right to purchase, subscribe for, or receive a right or rights to purchase or subscribe for, at the price at which it is offered to others, a pro rata portion of:

(1) Any stock of any class that the corporation may issue or sell, whether or not exchangeable for any stock of the corporation of any class or classes, and whether or not of unissued shares authorized by the Articles of Incorporation as originally filed or by any amendment thereof or out of shares of stock of the corporation acquired by it after the issuance thereof, and whether

issued for cash, labor done, personal property, or property or leases thereof; or

(2) Any obligation that the corporation may issue or sell which is convertible into or exchangeable for any stock of the corporation of any class or classes, or to which is attached or pertinent any warrant or warrants or other instrument or instruments conferring on the holder the right to subscribe for or purchase from the corporation any shares of its stock of any class or classes.

#### ARTICLE XIV.

The directors of this corporation shall have the sole power to establish, enact, alter or repeal By-Laws for the management of this corporation, and the duties of the officers of this corporation shall be prescribed by such By-Laws. In addition such By-Laws may include, by unanimous decision of all the shareholders, any regulatory or restrictive provisions regarding the sale, transfer, or other disposition of any of the outstanding shares of stock of this corporation by any of its shareholders, or in the event of the death of any of its shareholders.

#### ARTICLE XV.

In furtherance, and not in limitation of the general powers conferred by the laws of the State of Florida and of the purposes and objects hereinabove stated, this corporation shall have all and singular the following powers:

(a) To enter into, or become a partner in, any arrangement for sharing profits, union of interest, or cooperation, joint

venture or otherwise, with any person, firm or corporation to carry on any business which this corporation has the direct or incidental authority to pursue.

(b) At its option, to purchase and acquire any or all of its shares owned and held by any such shareholder as should desire to sell, transfer, or otherwise dispose of his shares, or any or all of its shares owned and held by a shareholder who dies, all in accordance with the By-Laws adopted by the shareholders of this corporation setting forth the terms and conditions of such purchase; provided however, the capital of this corporation cannot be impaired thereby.

(c) To enter into, for the benefit of its employees, one or more of the following: (1) a pension plan, (2) a profit-sharing plan, (3) a stock bonus plan, (4) a thrift and savings plan, (5) a restricted stock option plan, or (6) other retirement or incentive compensation plan.

#### ARTICLE XVI.

These Articles of Incorporation may be amended in the manner provided by law.

#### ARTICLE XVII.

The mailing address for correspondence purposes of the corporation shall be:

9427 Telfer Run  
Orlando, FL 32817

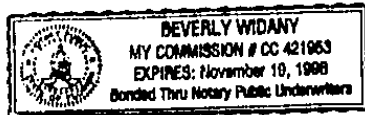
IN WITNESS WHEREOF, the subscriber affixed her signature this  
21 day of April, 1995.

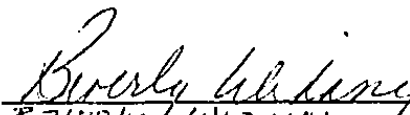
  
MICHELLE R. ZIEGENBEIN

STATE OF FLORIDA  
COUNTY OF ORANGE

I HEREBY CERTIFY that on this day before me, a Notary Public  
duly authorized in the State and County named above to take  
acknowledgments, personally appeared MICHELLE R. ZIEGENBEIN, who  
provided Florida driver's license No. 2251-556-56-  
709 as identification, and who executed the  
foregoing Articles of Incorporation, and acknowledged before me  
that she subscribed to these Articles of Incorporation.

WITNESS my hand and official seal in the County and State  
named above this 21<sup>st</sup> day of April, 1995.



  
BEVERLY WIDANY  
NOTARY PUBLIC - State of Florida  
Commission No.:  
My Commission Expires:



CERTIFICATE DESIGNATING REGISTERED AGENT AND  
PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF  
PROCESS WITHIN FLORIDA, AND ACCEPTANCE OF  
AGENT UPON WHOM PROCESS MAY BE SERVED

IN COMPLIANCE WITH SECTIONS 48.091 AND 607.0501, FLORIDA  
STATUTES, THE FOLLOWING IS SUBMITTED:

FIRST THAT **PANORAMA TRAVEL, INC.**

(Name of Organization)

WITH ITS PLACE OF BUSINESS AT:

**9427 Telfer Run, Orlando, FL 32817**

HAS NAMED **MICHELLE R. ZIEGENBEIN**

(Name of Registered Agent)

LOCATED AT **2114 Hillcrest Street  
Orlando, Florida 32804**

AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA

SIGNATURE

MICHELLE R. ZIEGENBEIN

TITLE

Incorporator

DATE

April 21, 1995

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE  
STATED ORGANIZATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE,  
I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO  
COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER  
AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES  
AND OBLIGATIONS OF SECTIONS 48.091 AND 607.325 FLORIDA STATUTES.

SIGNATURE

MICHELLE R. ZIEGENBEIN  
(Registered Agent)

DATE

April 21, 1995

FILED  
APR 24 1995  
CLERK OF DISTRICT COURT  
JUDICIAL CIRCUIT IN AND FOR  
THE SEVENTH JUDICIAL CIRCUIT  
IN FLORIDA