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May 2, 1995

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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Greetings:

Please file Articles of Incorporation for TRAVELFILE, INC.

An original and a copy of the Articles are enclosed along with an Acceptance of Appointment as Registered Agent and a check in the amount of \$70.00. The check represents payment of the following fees:

Filing Fee	\$ 35.00
Registered Agent Appointment	35.00
Total	<u>\$ 70.00</u>

Please send the date-stamped copy of the Articles to me, at the address set forth above.

Feel free to telephone me should you have any questions.

Thank you.

Sincerely,



Andrew L. Graham

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DIVISION OF CORPORATIONS
SECRETARY OF STATE

**ARTICLES OF INCORPORATION
OF
TRAVELFILE, INC.**

The undersigned incorporator hereby forms a corporation under the laws of the State of Florida.

ARTICLE I NAME

The name of this corporation is TRAVELFILE, INC.

ARTICLE II ADDRESS

The corporation's address is 501 Pawnee Trail, Maitland, Florida 32751.

ARTICLE III COMMENCEMENT OF CORPORATE EXISTENCE

The corporation's existence will commence May 2, 1995; provided however, that such date is within five business days prior to the date these Articles of Incorporation are filed by the Department of State of the State of Florida. If such date is not within five business days of the date of filing, then the corporation's existence will commence on the date these Articles of Incorporation are filed by the Department of State of the State of Florida.

ARTICLE IV BUSINESS AND POWERS

The corporation may engage in any activity or business not prohibited by the laws of the United States or the State of Florida and will have the power and authority to do everything necessary, proper, advisable or convenient to accomplish its purposes and to do all other things incidental thereto or connected therewith which are not prohibited by law or these Articles of Incorporation.

ARTICLE V AUTHORIZED SHARES

The corporation is authorized to issue 560,000 shares of \$0.01 par value common stock, each of which will confer the same rights and privileges as conferred by all the other common shares of the corporation. Shareholders of the corporation will not have preemptive rights.

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ARTICLE VI INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of the corporation is 501 Pawnee Trail, Maitland, Florida 32751 and the initial registered agent at that same address is George L. MacKay.

ARTICLE VII INITIAL DIRECTOR

The following individual will be the initial director of the corporation:

George L. MacKay

The initial director will hold office for the first year of the corporation's existence and until his successor is duly elected and qualified, subject to his earlier resignation, or his removal from office by the shareholders of the corporation any time with or without cause.

ARTICLE VIII INCORPORATOR

The name and address of the incorporator is George L. MacKay, 501 Pawnee Trail, Maitland, Florida 32751.

The undersigned incorporator has executed these Articles of Incorporation this _____ day of 5/2, 1975.


George L. MacKay, Incorporator