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TO: DIVISION OF CORPORATIONS
DEPARTMENT OF STATE
STATE OF FLORIDA
409 EAST GAINES STREET
TALLAHASSEE, FL 32399
FAX: (904) 022-4000

FROM: RUDEN, BARNETT, MCCLOSKEY, ET AL.
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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
NAME: CHILDREN'S OF THE WORLD TRAVEL CLUB, INC.
FAX AUDIT NUMBER: H95000006268
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JUN- 6-98 TUE 12:47 RUDEN BARNETT

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ARTICLES OF INCORPORATION

OF

CHILDREN'S OF THE WORLD TRAVEL CLUB, INC.

The undersigned Incorporator does hereby make, subscribe, file and acknowledge these Articles of Incorporation for the purpose of organizing a corporation under the Florida Business Corporation Act.

ARTICLE I

NAME OF CORPORATION

The name of this Corporation shall be:

Children's of the World Travel Club, Inc.

ARTICLE II

PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office and the mailing address of this Corporation is 3343 Forrest Drive, Hollywood, Florida, 33021.

ARTICLE III

AUTHORIZED SHARES

The total authorized capital stock of this Corporation shall consist of 10,000 shares of Common Stock, \$.01 per value.

ARTICLE IV

ADDRESS OF REGISTERED OFFICE IN THIS STATE

The street address of the initial registered office of this Corporation in the State of Florida is 3343 Forrest Drive, Hollywood, Florida, 33021 and the initial registered agent of this Corporation at that address shall be Sam Goldstein.

Prepared by:

Thomas O. Katz, Esq., FL Bar #345836
Ruden Barnett, Et al., P. O. Box 1900
Fort Lauderdale, Florida 33303
(305) 764-6660

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ARTICLE V

INCORPORATOR

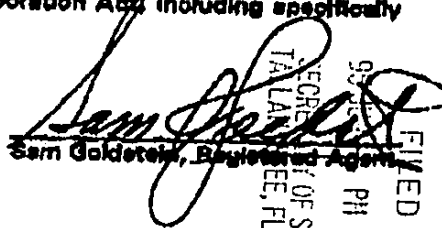
The name and street address of the person signing these Articles of Incorporation is:

Sam Goldstein
3343 Forrest Drive
Hollywood, Florida 33021

IN WITNESS WHEREOF, I have hereunto subscribed my hand and seal this 31st
day of May, 1995.


Sam Goldstein, Incorporator

THE UNDERSIGNED, named as the registered agent in Article IV of these Articles of Incorporation, hereby accepts the appointment as such registered agent, and acknowledges that he is familiar with, and accepts the obligations imposed upon registered agents under, the Florida Business Corporation Act including specifically Section 607.0505.


Sam Goldstein, Registered Agent

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Prepared by:

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