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SMITH
SAUER
DEMARIA
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ATTORNEYS AT LAW

June 17, 1995

FILED

95 JUN 23 PM 2:36

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Secretary of State
Corporate Records Division
Department of State
Post Office Box 6327
Tallahassee, Florida 32301

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-06/26/95--01012--009
*****70.00 *****70.00

RE: TRAVEL SERVICES INTERNATIONAL, INC.

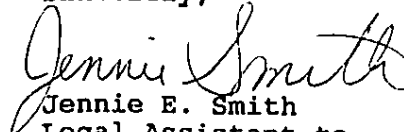
Gentlemen:

Enclosed is the signed original and a copy of the Articles of Incorporation for the above corporation. Also enclosed is a check in the amount of \$70.00 representing the filing fee for these articles.

Please file the original of the enclosed Articles of Incorporation and return a Certificate of Filing Articles of Incorporation copy to the undersigned.

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

Sincerely,


Jennie E. Smith
Legal Assistant to,
G. Thomas Smith

GTS/jes
Enclosures

1A
12-45

ARTICLES OF INCORPORATION
OF
TRAVEL SERVICES INTERNATIONAL, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the Florida General Corporation Act, does hereby adopt the following Articles of Incorporation:

ARTICLE I-NAME

The name of this corporation is TRAVEL SERVICES INTERNATIONAL, INC.

ARTICLE II-DURATION

This corporation shall have a perpetual existence, commencing on the date of filing with the Department of State.

ARTICLE III-PURPOSE

The general purposes for which the corporation is organized are:

(1) To promote, organize, plan, and conduct trips, tours, and excursions by railroad, steamship, motor vehicle, or aircraft, for individuals or groups of individuals, to any part of the world. To provide for the transportation of individuals or groups of individuals by railroad, steamship, motor vehicle, or aircraft in connection with the conduct of a general travel and tourist agency, and to provide or procure hotel and other

accommodations for the comfort, convenience, and entertainment of individuals or groups of individuals who are members of any trip or tour conducted by the Corporation. To furnish guides, couriers, assistants, and interpreters; to procure and sell transportation tickets on railroads, steamships, motor vehicles, and aircraft; to act as representative of steamship, railroad, and other companies devoted to the transportation and carriage of passengers and freight, in the sale of tickets on all vehicles, boats, railroads, and railways, and other transportation companies; to conduct information bureaus for travelers; to act as agents for travel insurers of all kinds; and in general to do all other things that are necessary or pertinent to the conduct of a travel and tourist agency. To plan, originate, devise, print, publish, manufacture, sell, and deal in booklets, magazines, folders, leaflets, guidebooks, maps, timetables, display cards, signs, and display advertising for the promotion of travel.

(2) To 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. Provided, however, and notwithstanding the generality of the foregoing, this corporation is not to conduct a banking, safe deposit, trust, insurance, surety, express, building and loan association, mutual fire insurance association, cooperative association, fraternal benefit society, state fair or exposition business.

ARTICLE IV-CAPITAL STOCK

The maximum number of shares of capital stock that this corporation is authorized to issue and have outstanding at any one time is 10,000 shares of \$1.00 par value common stock.

ARTICLE V-INITIAL REGISTERED AGENT AND PRINCIPAL OFFICE

The street address of the initial registered office of this corporation in the State of Florida is 9803 Hollow Brook Drive, Pensacola, FL 32514. The name of the initial registered agent for the corporation at that address is CHIQUITA A. PIERCE. The principal office of the corporation shall be 9803 Hollow Brook Drive, Pensacola, FL 32514.

ARTICLE VI-INITIAL BOARD OF DIRECTORS

The number of directors constituting the initial board of directors is one (1). The number of directors may be either increased or decreased from time to time by an amendment of the bylaws of the corporation in the manner provided by law, but shall never be less than one (1).

The names and addresses of the initial directors of this corporation are:

NAME

Chiquita A. Pierce

STREET ADDRESS

9803 Hollow Brook Drive
Pensacola, FL 32514

ARTICLES VII-INCORPORATORS

The names and street addresses of the incorporators

signing these Articles of Incorporation are:

NAME

STREET ADDRESS

Chiquita A. Pierce

9803 Hollow Brook Drive
Pensacola, FL 32514

ARTICLE VIII-BYLAWS

The power to adopt, alter, amend, or repeal bylaws of this corporation shall be vested in the Board of Directors and the shareholders.

ARTICLE IX-AMENDMENT

The corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned has signed these Articles of Incorporation on this 20th day of June, 1995.

Chiquita A. Pierce
CHIQUITA A. PIERCE

STATE OF FLORIDA
COUNTY OF ESCAMBIA

BEFORE ME, the undersigned authority, personally appeared CHIQUITA A. PIERCE, known to me to be the individual described in and who executed the foregoing Articles of Incorporation, and he

acknowledges that he subscribed the said instrument for the uses and purposes set forth therein.

WITNESS my hand and official seal in the County, and State last aforesaid this 20th day of June, 1995.

BRENDA HERRIS
"Notary Public-State of Florida"
My Commission Expires June 16, 1997
CC295053

Brenda Herris
Printed Name: BRENDA HERRIS
Notary Public Stamp:

ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the appointment of Registered Agent of TRAVEL SERVICES INTERNATIONAL, INC., which is contained in the foregoing Articles of Incorporation. The undersigned is familiar with, and accepts, the obligations provided for in Section 607.325 of the Florida Statutes.

Chiquita A. Pierce
CHIQUITA A. PIERCE

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TALLAHASSEE, FLORIDA