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*A/7/14/95*

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DIVISION OF CORPORATIONS

ARTICLES OF INCORPORATION  
OF

QUANTUM TRAVEL GROUP, INC.,

The undersigned, in order to form a corporation for the purposes hereinafter stated, by and under the provisions of the Statutes of the State of Florida, do hereby subscribe to these Articles of Incorporation.

ARTICLE I. NAME

The name of this corporation is:

QUANTUM TRAVEL GROUP, INC..

The principal place of business is:

13025 Yarmouth Drive, Suite A  
Wellington, Florida 33414

ARTICLE II. DURATION

This corporation shall have perpetual existence.

ARTICLE III. PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business permitted under the laws of the United States and under the laws of the State of Florida.

ARTICLE IV. CAPITAL STOCK

This corporation is authorized to issue 500 shares of common stock at (\$1.00) dollars par value.

ARTICLE V. PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation shall have the right to purchase his prorata share at the price at which it is offered to others.

ARTICLE VI. INITIAL REGISTERED OFFICE AND AGENT

1

THIS INSTRUMENT WAS PREPARED BY:  
FERMIN J. FERNANDEZ, ESQUIRE  
330 S.W. 27th Avenue, Suite 809  
Miami, Florida 33135  
Telephone: (305) 443-2541  
Florida Bar No.: 216364

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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The street address of the initial registered office of this corporation is: 19025 Yarmouth Drive, Suite A, Wellington, Florida 33414 and the name of the initial registered agent of this corporation at that address is: Cristina Ardizzone.

ARTICLE VII. INITIAL BOARD OF DIRECTORS

This corporation shall have one director initially. The number of director may be either increased or decreased by the By-Laws adopted by the shareholders but shall never be less than one. The name and address of the initial director of this corporation is:

<u>NAME</u>	<u>ADDRESS</u>
Cristina Ardizzone	19025 Yarmouth Drive, Suite A Wellington, Florida 33414

ARTICLE VIII. INCORPORATION

The name and address of the incorporator is:

<u>NAME</u>	<u>ADDRESS</u>
Cristina Ardizzone	19025 Yarmouth Drive, Suite A Wellington, Florida 33414

ARTICLE IX. BY-LAWS

The power to adopt, alter, amend or repeal the By-Laws shall be vested in the Board of Director and shareholder.

ARTICLE X. AMENDMENT

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This corporation reserves the right to amend or repeal any provisions contained in those Articles of Incorporation, or any amendment to them, and any rights conferred upon the shareholder is subject to this reservation.

IN WITNESS WHEREOF, the undersigned has executed those

Articles of Incorporation this 14th day of July, 1995.

Cristina Ardizzone  
CRISTINA ARDIZZONE INCORPORATOR

STATE OF FLORIDA )

COUNTY OF DADE )

BEFORE ME the undersigned authority personally appeared Cristina Ardizzone, known to me to be the person who executed the Articles of Incorporation of QUANTUM TRAVEL GROUP, INC., and has acknowledged before me that she has executed the same for the purposes expressed therein.

IN WITNESS WHEREOF, I have set my hand and affixed my official seal at Miami, Dade County, Florida, this 14th day of July, 1995.



FERMIN J. FERNANDEZ  
My Commission CD44888  
Expires Mar. 28, 1996  
Bonded by MAJ  
500-488-1888

[Signature]  
NOTARY PUBLIC

My commission expires:

Having been named to accept service of process for QUANTUM TRAVEL GROUP, INC., at the place designated in the foregoing Articles of Incorporation, 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.

DATE:

July 14, 1995

SIGNATURE:

Cristina Ardizzone  
RESIDENT AGENT

THIS INSTRUMENT WAS PREPARED BY:  
FERMIN J. FERNANDEZ, ESQUIRE  
330 S.W. 27th Avenue, Suite 809  
Miami, Florida 33135  
Telephone: (305) 443-2541  
Florida Bar No.: 218364

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