

9500054775  
Carpenter  Carpenter  
CERTIFIED PUBLIC ACCOUNTANTS P.A.

407-952-5200

One Harbor Place, Suite 715  
1901 South Harbor City Boulevard  
Melbourne, Florida 32901

July 12, 1995

300001537123  
-07/13/95--01071--013  
\*\*\*\*122.50 \*\*\*\*122.50

RE: BARONE TRAVEL, INC.

DEAR CORPORATION DIVISION:

Please find enclosed:

1. An original Articles of Incorporation and one copy for the above named corporation.
2. A certified check in the amount of \$ 70.00 for filing fees.

A certified copy is requested, the additional fee of \$ 52.50 is enclosed.

Please send responses or receipts concerning this filing to this firm.

Thank you very much.

Sincerely,

*Darwin R. Carpenter, Jr.*

Darwin R. Carpenter, Jr.

RECEIVED  
CORPORATION DIVISION  
MELBOURNE, FLORIDA  
JUL 13 AM 6:32

7/17/95



95A-34071

**ARTICLES OF INCORPORATION**

**OF**

**BARONE TRAVEL, INC.**

The undersigned subscriber is a natural person competent to contract and hereby form a corporation for profit under Chapter 607 of the Florida Statutes.

**ARTICLE 1 - NAME**

The name of the corporation is BARONE TRAVEL, INC.

**ARTICLE 2 - TERM OF EXISTENCE**

The corporation shall have perpetual existence.

**ARTICLE 3 - PURPOSE OF CORPORATION**

The corporation shall engage in any activity or business permitted under the laws of the United States and the State of Florida.

**ARTICLE 4 - PRINCIPAL OFFICE**

The address of the principal office of this Corporation is 4426 Twin Lakes Drive, Melbourne, Florida 32934.

**ARTICLE 5 - CORPORATE CAPITALIZATION**

5.1 The maximum number of shares that this corporation is authorized to have outstanding at any time is **ONE THOUSAND (1,000)** shares of common stock, each share having a par value of **ONE DOLLAR (\$1.00)**.

5.2 No holder of shares of stock of any class shall have any preemptive right to subscribe to or purchase any additional shares of any class, or any bonds or convertible securities of any nature; provided, however, that the board of directors may, in authorizing the issuance of shares of stock of any class, confer any preemptive right that the board of directors may deem advisable in connection with such issuance.

**ARTICLE 6 - POWERS OF CORPORATION**

The Corporation shall have the same powers as an individual to do all things necessary or convenient to carry out its business and affairs, subject to any limitations or restrictions imposed by applicable law or these Articles of Incorporation.

RECORDED  
MAY 13 11 03 AM '32  
MILLER & BUCHHEIT

**ARTICLE 7 - REGISTERED OFFICE AND AGENT**

The address of the initial registered office of the corporation is 4426 Twin Lakes Drive, Melbourne, Florida 32934 and the name of its initial registered agent at such address is James C. Barone.

**ARTICLE 8 - BYLAWS**

The Board of Directors of the Corporation shall have power, without the assent or vote of the shareholders, to make, alter, amend or repeal the Bylaws of the Corporation, but the affirmative vote of a number of Directors equal to a majority of the number who would constitute a full Board of Directors at the time such action shall be necessary to take any action for the making, alteration, amendment or repeal of the Bylaws.

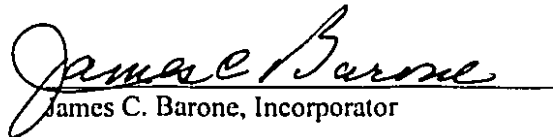
**ARTICLE 9 - EFFECTIVE DATE**

These Articles of Incorporation shall be effective immediately upon approval of the Secretary of State, State of Florida.

**ARTICLE 10 - AMENDMENT**

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, or in any amendment hereto, or to add any provision to these Articles of Incorporation or to any amendment hereto, in any manner now or hereafter prescribed or permitted by the provisions of any applicable statute of the State of Florida, and all rights conferred upon shareholders in these Articles of Incorporation or any amendment hereto are granted subject to reservation.

**IN WITNESS WHEREOF**, I have hereunto set my hand and seal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this 21st day of June, 1995.

  
James C. Barone, Incorporator

CERTIFICATE OF DESIGNATION  
OF  
REGISTERED OFFICE AND REGISTERED AGENT

Pursuant to section 607.0501 of The Florida Business Corporation Act, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement designating the registered office and registered agent, in the State of Florida.

1. The name and address of the corporation's agent and registered office is:

James C. Barone

4426 Twin Lakes Drive  
Melbourne, Florida 32934

Having been named the registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

  
James C. Barone

7/12/95

Date