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PROSKAUER ROSE GOETZ & MENDELSON LLP

2255 GLADES ROAD
SUITE 340 WEST
BOCA RATON FL 33431-7360

NEW YORK
LOS ANGELES
WASHINGTON DC
CLIFTON NJ
PARIS

(407) 241-7400
ELBEWHERE IN FLORIDA
(800) 432-7740
FAX: (407) 241-7145

EUROPEAN COUNSEL:
DUBARRY LEVEQUE
LE DOUARIN & VEIL
PARIS · BRUSSELS

DONN A. BELOFF
SPECIAL COUNSEL
(407) 995-4704

August 1, 1995

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VIA UPS OVERNIGHT

Secretary of State
Division of Corporations
State of Florida
409 E. Gaines Street
Tallahassee, FL 32301

Attention: Bureau of Corporate Records

Re: **Entertainment Travel Incentives, Inc. (the "Company")**

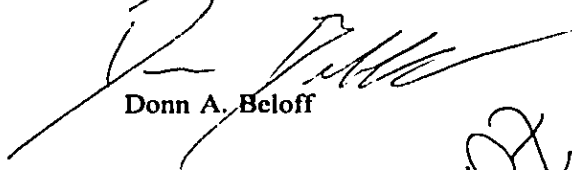
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95 AUG 14 PM 4:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Dear Sir or Madam:

Enclosed for filing please find two sets of originally-executed Articles of Incorporation for the Company. Also enclosed is our check in the amount of \$122.50 to cover the following fees: (a) filing of Articles - \$35.00; (b) designation of registered agent - \$35.00; and (c) certified copy - \$52.50. Please return the certified copy to me in the self-addressed, stamped envelope enclosed for your use.

If you have any questions regarding this filing, please contact Colleen Bruno of this office at 407/995-4751. Thank you for your assistance in this matter.

Sincerely,



Donn A. Beloff

Enclosures

cc: Mitchell M. Gaswirth, Esq.

1007
8-15-95

Articles of Incorporation
OF
ENTERTAINMENT TRAVEL INCENTIVES, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Article I

Name

The name of the corporation is ENTERTAINMENT TRAVEL INCENTIVES, INC.

Article II

Duration

This corporation shall have perpetual existence.

Article III

Purpose

This corporation is organized for the purpose of transacting any and all lawful business.

Article IV

Address

The principal place of business of the corporation shall be:

10425 Montpelier Circle
Orlando, Florida 32821

Article V

Capital Stock

This corporation is authorized to issue 100,000 shares of common stock, \$1.00 par value per share.

Article VI

Initial Registered Office And Agent

The street address of the initial registered office of this corporation is 10425 Montpelier Circle, Orlando, Florida 32821, and the name of the initial registered agent of this corporation at that address is James Wilhelm.

Article VII

Initial Board of Directors

This corporation shall have one director initially. The number of directors may be increased or diminished from time to time by the bylaws but shall never be less than one (1). The name and address of the initial director of this corporation is:

James Wilhelm
10425 Montpelier Circle
Orlando, Florida 32821

Article VIII

Incorporator

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

James Wilhelm
10425 Montpelier Circle
Orlando, Florida 32821

Article IX

Powers

This corporation shall have all of the corporate powers enumerated in the Florida Business Corporation Act.

Article X

Indemnification

Provided that the person proposed to be indemnified meets the requisite standard of conduct for permissive indemnification as set forth in the applicable provisions of the Florida Business Corporation Act (currently, Sections 607.0850(1) and (2) of the Florida Statutes), as the same may be amended from time to time,

this corporation shall indemnify its officers and directors, and may indemnify its employees and agents, from and against any and all of the expenses or liabilities incurred in defending a civil or criminal proceeding, or other matters referred to in or covered by said provisions, including advancement of expenses prior to the final disposition of such proceedings and amounts paid in settlement of such proceedings, both as to action in their official capacity and as to action in any other capacity while an officer, director, employee or agent. The indemnification provided herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any bylaw, agreement, vote of shareholders or disinterested directors or otherwise. The indemnification provided herein shall continue as to a person who has ceased to be an officer, director, employee or agent of the corporation, and shall inure to the benefit of the heirs, the personal and other legal representatives of such person. An adjudication of liability shall not affect the right to indemnification for those indemnified.

Article XI

Amendment

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders shall be subject to this reservation.

Article XII

Bylaws

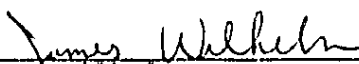
The bylaws may be adopted, altered, amended or repealed by either the shareholders or the board of directors, but the board of directors may not amend or repeal any bylaw provision adopted by the shareholders if the shareholders specifically provide such bylaw is not subject to amendment or repeal by the directors.

Article XIII

Beginning of Corporate Existence

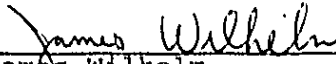
The corporate existence of this corporation shall begin upon filing of these Articles.

IN WITNESS WHEREOF, the undersigned has executed these Articles
of Incorporation this 8 day of 8, 1995.



James Wilhelm
Incorporator

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THESE ARTICLES OF INCORPORATION, 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 Wilhelm
Registered Agent
Dated: August 8, 1995

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA