



PRENTICE HALL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. 072100000032

1201 HAYS STREET
TALLAHASSEE, FL 32301
800-342-8086
904-222-9171
904-222-9172 TAX

800-342-8086

95 SEP 6

P9500068426

REFERENCE : 674242 90777A

AUTHORIZATION : Patricia Pruitt

COST LIMIT : \$ 70.00

ORDER DATE : September 5, 1995

ORDER TIME : 3:35 PM

ORDER NO. : 674242

8000001577918

CUSTOMER NO: 90777A

CUSTOMER: Mr. Robert Laney
MR. ROBERT LANEY

1 Exchange Street

Rochester, NY 14614

DOMESTIC FILING

NAME: THE ALLIED TRAVEL GROUP OF
FLORIDA, INC.

95 SEP -6 AM 10:48
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Debbie Skipper

EXAMINER'S INITIALS: *T. BROWN*

SEP - 6 1995

ARTICLES OF INCORPORATION
OF

THE ALLIED TRAVEL GROUP OF FLORIDA, INC.

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

THE ALLIED TRAVEL GROUP OF FLORIDA, INC.

The address of the principal office of this corporation shall be 1 Exchange Street, Rochester, New York 14614, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having no par value per share.

95 SEP-6 AM 10:48
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 1201 Hays Street, Tallahassee, Florida 32301, and the name of the initial registered agent of the corporation at that address is Corporation Service Company.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have two Directors, initially. The names and addresses of the initial members of the Board of Directors are:

Robert W. Laney 1 Exchange Street
Rochester, New York 14614

ARTICLE VII. INCORPORATOR

The name and street address of the incorporator to
these Articles of Incorporation:

Corporate Agents, Inc.
1201 Hays Street
Tallahassee, Florida 32301

The undersigned incorporator has executed these
Articles of Incorporation on September 5, 1995.

Gail V. Shelby
Incorporator

Its Agent, Gail Shelby

ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION

Corporation Service Company, a Delaware
corporation authorized to transact business in this
State, having a business office identical with the
registered office of the corporation named above, and
having been designated as the Registered Agent in the
above and foregoing Articles, is familiar with and
accepts the obligations of the position of Registered
Agent under Section 607.0505, Florida Statutes.

By: *Gail V. Shelby*
Its Agent, Gail Shelby
Authorized Service Representative
Corporation Service Company

TFR/dks

1201 HAYS STREET
TALLAHASSEE, FL 32301
800-222-9171
904-222-0302

800-342-8086

P950000 68426

RECEIVED

95 NOV 14 PM 4:19

ONE DAY EXPIRATION

ACCOUNT NO. : 072100000032

REFERENCE : 734126 90777A

AUTHORIZATION *Patricia Pigots*

COST LIMIT : \$ 35.00

ORDER DATE : November 13, 1995

ORDER TIME : 3:0 PM

ORDER NO. : 734126

CUSTOMER NO: 90777A

5000001636195

CUSTOMER: Mr. Robert Laney
Mr. Robert Laney
1 Exchange Street

Rochester, NY 14614

DOMESTIC AMENDMENT FILING

NAME: THE ALLIED TRAVEL GROUP OF
FLORIDA, INC.

FILED
95 NOV 15 PM 3:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: ANDREA MABRY

EXAMINER'S INITIALS: *Amendment* *12/13/95* *DL*



FLORIDA DEPARTMENT OF STATE

Sandra B. Martham
Secretary of State

November 15, 1995

CSC NETWORKS
ATTN: ANDREA MABRY

SUBJECT: THE ALLIED TRAVEL GROUP OF FLORIDA, INC.
Ref. Number: P95000068426

*Conected.
Please
Backdate
to
11/15/95.
Thanks*

We have received your document for THE ALLIED TRAVEL GROUP OF FLORIDA, INC. and the authorization to debit your account in the amount of \$35.00. However, the document has not been filed and is being returned for the following:

- If an amendment was adopted by the incorporators or board of directors without shareholder action, a statement to that effect and that shareholder action was not required must be contained in the document.
- The amendment must be signed by an incorporator if adopted by the incorporators or by a director if adopted by the directors.
- THE DIRECTOR BEING ADDED MUST HAVE AN ADDRESS LISTED WITHIN THE DOCUMENT.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6906.

Darlene Connell
Corporate Specialist

Letter Number: 595A00050595

SEARCHED
INDEXED
FILED
SERIALIZED
11/15/95

ARTICLES OF AMENDMENT

TO

ARTICLES OF INCORPORATION

Pursuant to the provision of Chapter 607, Florida Statutes, the undersigned corporation adopts the following articles of amendment to its articles of incorporation.

FIRST: The name of the corporation is:

THE ALLIED TRAVEL GROUP OF FLORIDA, INC.

SECOND: The following amendment(s) to the articles of incorporation was (were) adopted by the corporation:

The amendment was adopted by the board of directors without shareholder action.

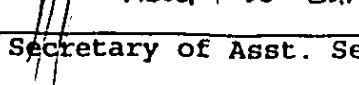
1. Director Joeseph Roberts Added at 8783 S.E. Bridge Rd, Hobe Sound, FL 33455
2. Corporate Address changed to 8783 S.E. Bridge Rd.

3. Delete Robert W. Laney Hobe Sound, FL 33455

THIRD: The amendment(s) was (were) adopted by the Board of Directors on the 10th day of November, 1995.

Dated:

By 
President or Vice President/Director
Robert W. Laney

By 
Secretary of Asst. Secretary

STATE OF
COUNTY OF

Before me, the undersigned authority, personally appeared , to me well known to be the person(s) who executed the foregoing articles of amendment to the articles of incorporation and acknowledged before me, according to law, that he/she made and subscribed the same for the purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this
10 day of November, 1995.


Notary Public

MARY JEAN GRUBB
My Comm Exp. 10/02/98
Bonded By Service Ins
No. CC410914



Personally Known Other I.D.

SECOND NOTICE: CORPORATION WILL BE DISSOLVED ON OR AFTER AUGUST 7, 1996.
AMOUNT DUE ON OR BEFORE 8/7/96: \$225 (IF DISSOLVED, MINIMUM AMOUNT DUE TO REINSTATE: \$375.)

PROFIT

CORPORATION

REINSTATEMENT
1996



FLORIDA DEPARTMENT OF STATE

Gandra B. Morham

Secretary of State

DIVISION OF CORPORATIONS

FILED

96 NOV -8 AM 11:25

SECRETARY OF STATE
TALLAHASSEE

REINSTATEMENT 1996 11-14-96

DOCUMENT # **P95000068426 (2)**

1. Corporation Name

THE ALLIED TRAVEL GROUP OF FLORIDA, INC.

Principal Place of Business

~~1000 S.E. BRIDGE ROAD~~ 1001 North US 1
~~HOME SOUND FL 33455~~
Jupiter, FL 33477

Mailing Address

~~1000 S.E. BRIDGE ROAD~~
HOME SOUND FL 33455

2. Principal Place of Business

21 1001 North US Hwy 1

2a. Mailing Address

26 1001 North US Hwy 1

Suite, Apt. #, etc.

22 Ste 510

27 Ste 510

City & State

23 Jupiter FL

28 City & State

29 Jupiter FL

Zip

24 33477

Country

25 USA

Zip

26 33477

Country

27 USA

9. Name and Address of Current Registered Agent

CORPORATION SERVICE COMPANY

1201 RAYS STREET
TALLAHASSEE FL 32301-2525

Joseph Robert
1001 North US Hwy 1
Ste 510 Jupiter, FL
33477

3. Date Incorporated or Qualified

09/06/1995

3a. Date of Last Report

09/06/1995

4. FEI Number

583195009

Applied For

Not Applicable

5. Certificate of Status Desired



\$8.75 Additional
Fee Required

6. Election Campaign Financing



\$5.00 May Be
Added to Fees

7. This corporation has liability for intangible tax under s. 199.032,
Florida Statutes



Yes



No

10. Name and Address of New Registered Agent

61 Name

62 Street Address (P.O. Box Number is Not Acceptable)

63

64 City

FL 65 Zip Code

11. Pursuant to the provisions of Sections 607.0502 and 607.1508, Florida Statutes, the above-named corporation submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by the corporation's board of directors. I hereby accept the appointment as registered agent. I am familiar with, and accept the obligations of, Section 607.0505, Florida Statutes.

SIGNATURE

Signature typed or printed name of registered agent and title if applicable

NOTE: An original and a current signature required when reinstating)

8/19/96

DATE

12. OFFICERS AND DIRECTORS

ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

TITLE	NAME	STREET ADDRESS	CITY-ST-ZIP	<input type="checkbox"/> DELETE	1.1 TITLE	1.2 NAME	1.3 STREET ADDRESS	1.4 CITY-ST-ZIP	O	Robert, Joseph	1001 North US Highway 1	Jupiter, FL 33477	<input type="checkbox"/> Change	<input type="checkbox"/> Addition			
				<input type="checkbox"/> DELETE													
TITLE	NAME	STREET ADDRESS	CITY-ST-ZIP	<input type="checkbox"/> DELETE	2.1 TITLE	2.2 NAME	2.3 STREET ADDRESS	2.4 CITY-ST-ZIP					<input type="checkbox"/> Change	<input type="checkbox"/> Addition			
				<input type="checkbox"/> DELETE	3.1 TITLE	3.2 NAME	3.3 STREET ADDRESS	3.4 CITY-ST-ZIP					<input type="checkbox"/> Change	<input type="checkbox"/> Addition			
TITLE	NAME	STREET ADDRESS	CITY-ST-ZIP	<input type="checkbox"/> DELETE	4.1 TITLE	4.2 NAME	4.3 STREET ADDRESS	4.4 CITY-ST-ZIP					<input type="checkbox"/> Change	<input type="checkbox"/> Addition			
				<input type="checkbox"/> DELETE	5.1 TITLE	5.2 NAME	5.3 STREET ADDRESS	5.4 CITY-ST-ZIP					<input type="checkbox"/> Change	<input type="checkbox"/> Addition			
TITLE	NAME	STREET ADDRESS	CITY-ST-ZIP	<input type="checkbox"/> DELETE	6.1 TITLE	6.2 NAME	6.3 STREET ADDRESS	6.4 CITY-ST-ZIP					<input type="checkbox"/> Change	<input type="checkbox"/> Addition			
				<input type="checkbox"/> DELETE									<input type="checkbox"/> Change	<input type="checkbox"/> Addition			
400002006194-7																	
-11/15/96-01086-003																	
****375.00 ****375.00																	

14. I do hereby certify that the information supplied with this filing is voluntarily furnished and does not qualify for the exemption stated in Section 119.07(3)(k), Florida Statutes. I further certify that the information indicated on this annual report or supplemental annual report is true and accurate and that my signature shall have the same legal effect as if made under oath; that I am an officer or director of the corporation or the receiver or trustee empowered to execute this report as required by Chapter 617, Florida Statutes; and that my name appears in Block 12 or Block 14, changed, or on an attachment with an address.

CR2E034 (3/96)