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PERSONAL INJURY AND WRONGFUL DEATH
WORKERS' COMPENSATION
REAL PROPERTY LAW
FAMILY LAW
CONSTRUCTION LAW
BANKING LAW
GENERAL PRACTICE

*BOARD CERTIFIED IN WORKERS' COMPENSATION
**CERTIFIED GENERAL CONTRACTOR

September 6, 1995

EFFECTIVE DATE

9-6-95

Corporate Records Bureau
Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, Florida 32314

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-09/11/95--01054--003
****122.50 ****122.50

RE: ITSI, INC.

Dear Sir or Madam:

Enclosed please find:

1. Articles of Incorporation of ITSI, INC., a profit corporation.
2. Acceptance by Registered agent.
3. A check in the amount of \$122.50 for:

a.	Filing Fee	\$ 35.00
b.	Certified Copy of Charter	\$ 52.50
c.	Registered Agent Designation Fee	\$ 35.00

Total \$122.50

Please file the subject documents, and forward the Certified Copy to the address shown above.

Very truly yours,

C. Gary Moody

CGM:sjf
Enclosures

FILED
95 SEP 11 AM 11:40
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

_____ITSI_____, INC.

FILED
95 SEP 11 AM 11:40
CLERK OF DISTRICT COURT
1ST DISTRICT, FLORIDA

The undersigned, for the purpose of forming a corporation for profit under the laws of Florida, adopts the following Articles of Incorporation.

EFFECTIVE DATE
9-6-95

ARTICLE 1

NAME AND ADDRESS

Section 1.1 Name. The name of the corporation is ITSI, Inc. (the "Corporation").

Section 1.2 Address of Principal Office. The address of the principal office of the Corporation is 4205 N.W. 6th Street, Gainesville, Florida 32609.

Section 1.3 Mailing Address. The mailing address of the Corporation is 4205 N.W. 6th Street, Gainesville, Florida 32609.

ARTICLE 2

DURATION

Section 2.1 Duration. The Corporation shall exist perpetually. Corporate existence shall commence on the date these Articles are executed, except that if they are not filed by the Department of State of Florida within five business days after they are executed, corporate existence shall commence upon filing by the Department of State.

ARTICLE 3

PURPOSES

Section 3.1 Purposes. The corporation is organized for the purpose of transacting any or all lawful business permitted under the laws of the United States and of the State of Florida. Specifically, the Corporation is organized for the purpose of promoting interstate travel and commerce by providing airline and automobile travelers with information regarding travel routes, points of interest, historical sites, amusement sites, rest stops, hotel and motel accommodations, dining establishments, safety travel tips, emergency telephone numbers, travel discounts, and travel news, and to undertake such activities as will further the general purposes described herein.

ARTICLE 4

CAPITAL

Section 4.1 Authorized Capital. The maximum number of shares of stock which the Corporation is authorized to have outstanding at any one time is two million (2,000,000) shares, divided into classes as follows:

1. One million (1,000,000) shares of Voting Common Stock, having a par value of \$0.01 per share; and
2. One million (1,000,000) shares of Non-Voting Common Stock, having a par value of \$0.01 per share.

All such shares shall be issued fully paid and nonassessable.

Section 4.2 Rights of Shareholders. Unless otherwise required by law, the holders of Non-Voting Common Stock shall not be entitled to vote on any matter required or permitted to be submitted to the shareholders of the Corporation. Each outstanding share of Voting Common Stock shall be entitled to one vote on each matter submitted to a vote. In all other respects, the rights of the Voting Common Stock and the Non-Voting Common Stock shall be identical. Without in any way limiting the foregoing, each share of voting Common Stock and Non-Voting Common Stock shall have equal rights to receive dividends when and as declared by the Corporation and to participate in any distribution of assets upon liquidation of the Corporation. In addition, the holders of Class B Non-Voting Common Stock shall be entitled to receive the same notice of meetings of stockholders which is given to the holders of Class A Voting Common Stock and shall have the right to attend all meetings of shareholders.

ARTICLE 5

INITIAL REGISTERED OFFICE AND AGENT

Section 5.1 Name and Address. The street address of the initial registered office of the Corporation is 4205 N.W. 6th Street, Gainesville, Florida 32609, and the name of the initial registered agent of the Corporation at that address is George Wilson McKinney.

ARTICLE 6

DIRECTORS

Section 6.1 Number. The Corporation shall have seven directors. The number of directors may be increased or diminished from time to time, as provided in the bylaws of the Corporation, but shall never be less than three nor more than 15.

ARTICLE 7

INCORPORATOR

Section 7.1 Name and Address. The name and street address of the incorporator of the Corporation is:

NAME

George Wilson McKinney

ADDRESS

4205 N.W. 6th Street
Gainesville, Florida 32609

ARTICLE 8

INDEMNIFICATION

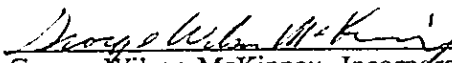
Section 8.1 Indemnification. The Board of Directors is hereby specifically authorized to make provision for indemnification of directors, officers, employees and agents to the fullest extent permitted by law.

ARTICLE 9

AMENDMENT

Section 9.1 Amendment. The Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the incorporator has executed these Articles the 6th day of September, 1995.


George Wilson McKinney, Incorporator

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above stated corporation, at the place designated in the above 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. I am familiar with and I accept the obligations of a registered agent.

George Wilson McKinney
George Wilson McKinney, Registered Agent

Date: *September 6th, 1995*

FILED
95 SEP 11 AM 11:40
TALLAHASSEE, FLORIDA