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U.S. DEPARTMENT OF STATE

June 26, 1995

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Department of State
Divisions of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

SUBJECT: XCELLENCE IN TRAVEL, INC.

Dear Sir/Madam:

Enclosed please find the following:

1. The original Articles of Incorporation for XCELLENCE IN TRAVEL, INC., a for-profit corporation formed under the Florida Business Corporation Act.
2. A certificate of designation of registered agent signed by the registered agent.
3. One copy of the Articles of Incorporation for certification.
4. A check in the amount of \$122.50 to cover the cost of filing.

Please return the certified copy of the Articles of Incorporation to me in the enclosed self addressed stamped envelope, which I have provided for your convenience.

Sincerely,


DOUGLAS W. NEWAY, ESQ.

ARTICLES OF INCORPORATION
OF
XCELLENCE IN TRAVEL, INC.

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE ONE

NAME

The name of the Corporation is XCELLENCE IN TRAVEL, INC..

ARTICLE TWO

PRINCIPAL OFFICE

The address of the initial principal place of business of the Corporation is 415-A Pineda Court, Suntree, Florida 32940. The mailing address of the corporation is the same.

ARTICLE THREE

CAPITAL STOCK

The number of shares of stock that the Corporation is authorized to have outstanding at any one time is ten thousand (10,000) shares, all of which shall be common shares with a par value of one (\$1.00) dollar. The Board of Directors may determine the preferences, limitations and relative rights (within the limits set forth in the Florida Business Corporation Act) of:

1. Any class of shares before the issuance of any shares of that class, or
2. One or more series within a class before the issuance of any shares of that series.

Each series of a class must be given a distinguishing designation. all shares of a series must have preferences, limitations, and relative rights identical with those of other shares of the same series and, except to the extent otherwise provided in the description of the series, of those of other series of the same class. Before issuing any shares of a class or series created under this section, the corporation must deliver to the Department of State for filing Articles of Amendment, which are effective without shareholder action, that set forth:

1. The name of the corporation;

- 2 The text of the amendment determining the terms of the class or series of shares,
- 3 The date the amendment was adopted, and
- 4 A statement that the amendment was duly adopted by the Board of Directors

ARTICLE FOUR

INITIAL REGISTERED AGENT AND ADDRESS

As set forth in the registered agent's written acceptance of his appointment, which is delivered to the Department of State with these Articles of Incorporation, the Corporation's initial registered office is located at 600 Delaney Park Drive, Orlando, Florida 32806. The Corporation's initial registered agent at that office is Douglas W. Neway, Esq..

ARTICLE FIVE

PURPOSE

The purposes for which the Corporation is organized are to own and operate travel related businesses which it deems appropriate and any and all other lawful businesses within the State of Florida.

ARTICLE SIX

DURATION

The term of existence of the Corporation is perpetual.

ARTICLE SEVEN

DIRECTORS

The initial Board of Directors of the Corporation shall consist of one member, whose name and address is :

Richard D. Clements	1456 Guava Avenue Melbourne, FL 32935
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Chip G. Spear	1456 Guava Avenue Melbourne, FL 32935
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Lisa F. Crites

1456 Guava Avenue
Melbourne, FL 32935

James Wolff

361 E. Commercial Boulevard
Ft. Lauderdale, FL 32935

Judy Wolff

361 E. Commercial Boulevard
Ft. Lauderdale, FL 32935

ARTICLE EIGHT

INCORPORATOR


The name and street address of the incorporator is as follows:

Douglas W. Neway, Esq.

600 Delaney Park Drive
Orlando, FL 32806

The undersigned has executed these Articles of Incorporation this 14th day of September, 1995.

Signed:



DOUGLAS W. NEWAY, ~~ESQ.~~ INCORPORATOR

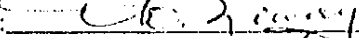
**CERTIFICATION OF DESIGNATION
OF REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 607.0501 of the Florida Business Corporation Act, the undersigned Corporation, organized and existing under the laws of the State of Florida, submits the following statement in designating its registered office and registered agent, in the State of Florida.

1. The name of the Corporation is XCELLENCE IN TRAVEL, INC..
2. The name and address of the registered agent and office of the Corporation is:

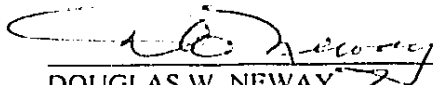
Douglas W. Neway, Esq.
600 Delaney Park Drive
Orlando, Florida 32806

XCELLENCE IN TRAVEL, INC.

BY: 
DOUGLAS W. NEWAY, INCORPORATOR

DATE: 9/14/95

HAVING BEEN NAMED AS 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.


DOUGLAS W. NEWAY

DATED: 9/14/95