

1201 HAYS STREET
TALLAHASSEE, FL 32301
904 221-0171

800-342-8086



P9500072107

ACCOUNT NO. : 67210000003

REFERENCE : 682715 9471A

AUTHORIZATION :

Patricia Pyatt

COST LIMIT : \$ 122.50

ORDER DATE : September 14, 1995

ORDER TIME : 5:27 PM

ORDER NO. : 682715

8000015874-18

CUSTOMER NO: 9471A

CUSTOMER: Mary E. Hurtado, Legal Asst
LAURENCE D. GORE, ESQUIRE

Suite 215
2400 East Commercial Boulevard
Ft. Lauderdale, FL 33308

DOMESTIC FILING

NAME: CARRIE-ME-AWAY TRAVEL CORP.

XX ARTICLES OF INCORPORATION
____ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
____ PLAIN STAMPED COPY
____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Deborah Schroder

EXAMINER'S INITIALS: _____

FILED
95 SEP 18 AM 9:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. BROWN SEP 19 1995

FILED
95 SEP 18 AM 9:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
CARRIE-ME-AWAY TRAVEL CORP.

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:

CARRIE-ME-AWAY TRAVEL CORP.

The address of the principal office of this corporation shall be 5650 Sterling Road, Bay 9, Hollywood, Florida 33021, 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.

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 three Directors, initially. The names and addresses of the initial members of the Board of Directors are:

Candice Saketkoo Dir.	5650 Sterling Road, Bay 9 Hollywood, Florida 33021
Lesley Ann Saketkoo Dir.	Same
David Saketkoo Dir.	Same

ARTICLE VII. OFFICERS

The name and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

Carrie Ann Saketkoo C.E.O./pres.	5650 Sterling Road, Bay 9 Hollywood, Florida 33021
Goodarz Saketkoo V. Pres.	Same
Eva Saketkoo Treas.	Same

ARTICLE VIII. PREEMPTIVE RIGHTS

The corporation elects to have preemptive rights.

ARTICLE IX. INCORPORATOR

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

Corporation Service Company
1201 Hays Street
Tallahassee, Florida 32301

IN WITNESS WHEREOF, the undersigned agent of Corporation Service Company, has hereunto set their hand and seal of Corporation Service Company on September 18, 1995.

CORPORATION SERVICE COMPANY

By: Laura R. Dunlap
Its Agent, Laura R. Dunlap

FILED
95 SEP 18 AM 9 47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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.

CORPORATION SERVICE COMPANY

By: _____

Laura R. Dunlap

Its Agent, Laura R. Dunlap

LEL/das

P95000072107

904 222 0191 FAX

FILED

95 OCT 11 11:09

SECRET
TALLAHASSEE



ACCOUNT NO. : 0721000000 LT

REFERENCE : 682715 0471A

AUTHORIZATION :

COST LIMIT : 0.25

ORDER DATE : September 14, 1995

ORDER TIME : 5:40 PM

ORDER NO. : 682715

800001606308

CUSTOMER NO: 0471A

CUSTOMER: Mary E. Hurtado, Legal Asst
Laurence D. Gore, Esquire
Suite 215
2400 East Commercial Boulevard
Ft. Lauderdale, FL 33308

CHANGE OF AGENT

NAME: CARRIE-ME-AWAY TRAVEL CORP.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
X PLAIN STAMPED COPY

CONTACT PERSON: Gail L. Shelby

N. HENDRICKS OCT 11 1995

RECEIVED
SECRET
OCT 11 1995

Florida Department of State, Jim Smith, Secretary of State

STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT OR BOTH FOR CORPORATIONS

Pursuant to the provisions of sections 607.0502, 617.0502, 607.1508, or 617.1508, Florida Statutes, the undersigned corporation organized under the laws of the State of Florida submits the following statement in order to change its registered office or registered agent, or both, in the State of Florida.

1a. The name of the corporation is: Carrie-Me-Away Travel Corp.

1b. Date of incorporation September 18, 1995 Document number P950000 7210 7

2. The name and address of the current registered agent and office:

Carrie-Me-Away Corporation Service Company
1201 N. 1st Street Tallahassee, FL 32301

3. The name and address of the new registered agent and office:

(P.O. Box Not Acceptable)

Carrie Ann Saket-Kee
5000 Shiloh Road, BAY 9 Hollywood, FL 33021

The street address of its registered agent and the street address of the business office of its registered agent as changed will be identical.

Such change was authorized by resolution duly adopted by its board of directors or by an officer so authorized by the board.

Carrie Ann Saket-Kee
SIGNATURE
9/27/95
DATE

Carrie Ann Saket-Kee President
Typed or printed name and title

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 RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATION OF MY POSITION AS REGISTERED AGENT.

SIGNATURE Carrie Ann Saket-Kee
(Registered Agent)
DATE 9/27/95

Division of Corporations, P.O. Box 6327, Tallahassee, FL 32314

1201 HAYS STREET

800-342-8086

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P95000072107

CSC networks

PROFESSIONAL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 0721000000032

REFERENCE : 711069 9471A

AUTHORIZATION :

Patricia P.

COST LIMIT : 9 35.00

FILED
OCT 18 PM 4:07
STATE
TALLAHASSEE, FLORIDA

ORDER DATE : October 18, 1995

ORDER TIME : 1:36 PM

ORDER NO. : 711069

700001514647

CUSTOMER NO: 9471A

CUSTOMER: Laurence Gore, Esq
Laurence D. Gore, Esquire
Suite 215
2400 East Commercial Boulevard
Ft. Lauderdale, FL 33308

DOMESTIC AMENDMENT FILING

NAME: CARRIE - ME - AWAY - TRAVEL

X ARTICLES OF AMENDMENT
RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
X PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Gretchen Eckard

EXAMINER'S INITIALS:

Gretchen Eckard
11/1/95



FLORIDA DEPARTMENT OF STATE

Andrea B. Northam
Secretary of State

October 19, 1995

CSC NETWORKS
ATTN: GRETCHEN ECKARD

SUBJECT: CARRIE-ME-AWAY TRAVEL CORP.
Ref. Number: P95000072107

We have received your document for CARRIE-ME-AWAY TRAVEL CORP. 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:

The current name of the entity is as referenced above. Please correct your document accordingly.

The date of adoption of each amendment must be included 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.

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: 595A00047130



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

October 24, 1995

CSC NETWORKS
ATTN: GRETCHEN ECKERD

SUBJECT: CARRIE-ME-AWAY TRAVEL CORP.
Ref. Number: P95000072107

We have received your document for CARRIE-ME-AWAY TRAVEL CORP. 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:

The current name of the entity is as referenced above. Please correct your document accordingly.

The date of adoption of each amendment must be included 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.

OUR RECORDS REFLECT Corporation Service Company BEING THE INCORPORATOR AND Cadice Saketkoo, Lesley Ann Saketkoo and David Saketkoo BEING THE DIRECTORS OF THE CORPORATION. PLEASE INDICATE WITHIN THE AMENDMENT WHETHER THE DIRECTORS OR INCORPORATOR IS ADOPTING AND SIGNING THE AMENDMENT.

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: 395A00047796



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

October 30, 1995

CSC NETWORKS
ATTN: JEANINE

SUBJECT: CARRIE-ME-AWAY TRAVEL CORP.
Ref. Number: P95000072107

*Please Sign the 15th
file back*

We have received your document for CARRIE-ME-AWAY TRAVEL CORP. 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:

The date of adoption of each amendment must be included 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.

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: 695A00048567

ARTICLES OF AMENDMENT

TO

ARTICLES OF INCORPORATION

OF

CARRIE-ME-AWAY TRAVEL CORP.

Pursuant to the provisions of section 607-1006, Florida Statutes, the undersigned corporation adopts the followings articles of amendment to its articles of incorporation:

FIRST: Amendment(s) adopted: The deletion of the following Directors:

Candice Saketkoo

Lesley Ann Saketkoo

David Saketkoo

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

THIRD: The date of each amendment's adoption: 10-11-95

FOURTH: Adoption of Amendment(s) (check one)

--x-- The amendment(s) was/were adopted by the incorporating board of directors without shareholders action and shareholder action was not required.

---- The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.

---- The amendment(s) was/were approved by the shareholders through voting groups.

{The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s).}

FILED
OCT 19 PM 4:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA


[The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s)]

The number of votes cast for the amendment(s) was/were sufficient for approval by
(voting group)

Signed this day of , 1995

CARRIEMEAWAY TRAVEL CORP.

By


(Chairman or Vice Chairman of the Board of Directors President or
other officer if adopted by the shareholders)

(A director or incorporation if adopted by the directors or incorporators)

Carrie Saketkoo
President