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TALLAHASSEE, FL 32301
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DIVISION OF CORPORATION

ACCOUNT NO. : 0721000000032

REFERENCE : 796149 5011226

AUTHORIZATION : *Patricia Pizito*

COST LIMIT : \$ 122.50

ORDER DATE : January 9, 1996

ORDER TIME : 9:17 AM

ORDER NO. : 796149

200001682452

CUSTOMER NO: 5011226

CUSTOMER: Michael E. Neukamm, Esq
GRAY HARRIS & ROBINSON

S.e. Bank Building, Suite 1200
201 E. Pine Street
Orlando, FL 32801

DOMESTIC FILING

NAME: G2 TRAVEL, INC.

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: Karen B. Rozar

EXAMINER'S INITIALS:

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TALLAHASSEE, FLORIDA

SAB
1/9/96

ARTICLES OF INCORPORATION
OF
G2 TRAVEL, INC.

FILED
96 JAN -5 AM 10:16
CLERK OF DISTRICT COURT
JACKSONVILLE, FLORIDA

ARTICLE I - NAME

The name of this corporation is G2 TRAVEL, INC. The mailing address of the corporation shall be 7380 Sand Lake Road, Suite 650, Orlando, Florida 32809.

ARTICLE II - DURATION

This corporation shall exist perpetually.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 1,000 shares of \$.01 par value common stock.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation shall be:

201 E. Pine Street, Suite 1200
Orlando, Florida 32801

The name of the initial registered agent of this corporation at that address shall be:

Michael E. Neukamm

ARTICLE VI - INITIAL BOARD OF DIRECTORS

A. This corporation shall have two directors initially. The number of directors may be either increased or diminished from time to time by the Bylaws but shall never be less than one (1).

B. The names and addresses of the initial directors of this corporation are as follows:

<u>Name</u>	<u>Street Address</u>
Robert I. Earl	7380 Sand Lake Road, #650 Orlando, Florida 32819
Keith Barish	3110 Main Street, #205 Santa Monica, CA 90405

ARTICLE VII - INCORPORATOR

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

<u>Name</u>	<u>Address</u>
Michael E. Neukamm	201 E. Pine St., Suite 1200 Orlando, Florida 32801

ARTICLE VIII - BYLAWS

The power to adopt, alter, amend or repeal the Bylaws shall be vested in the Board of Directors and the shareholders.

ARTICLE IX - AMENDMENT

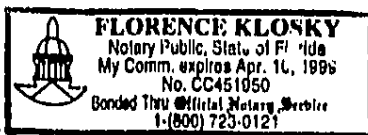
This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator has
executed these Articles of Incorporation this 8th day January,
1996.

Michael E. Neukamm
Michael E. Neukamm
Incorporator

STATE OF FLORIDA
COUNTY OF ORANGE

8th The foregoing instrument was acknowledged before me this
day of January, 1996, by Michael E. Neukamm, who is
personally known to me and did not take an oath.



AFFIX NOTARY STAMP

Florence Klosky
Signature of Notary Public

FLORENCE KLOSKY
(Print Notary Name)
My Commission Expires: 4/10/99
Commission No.: CC 451050

CERTIFICATE OF ACCEPTANCE AS REGISTERED AGENT

Having been named as the registered agent in the Articles of
Incorporation of G2 TRAVEL, INC., I hereby accept and agree to
act in this capacity.

Michael E. Neukamm
Michael E. Neukamm

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RECORDS, FLORIDA