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ACCOUNT NO. 072500000032

REFERENCE # 029474 4336492

AUTHORIZATION #

Patricia Pignatelli

COST LIMIT # \$ 70.00

ORDER DATE # February 1, 1996

ORDER TIME # 1:10 PM

ORDER NO. # 029474

CUSTOMER NO# 4336492

CUSTOMER: Cynthia Colella, Legal Assist
TAYLOR BRION BAKER & GREENE

Suite 1401
801 Brickell Avenue
Miami, FL 33131

RECEIVED
96 FEB -9 PM 2:13
DIVISION OF CORPORATION

100001711861

DOMESTIC FILING

NAME: ELA TRAVEL CORP.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
____ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

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

CONTACT PERSON: JENNIFER MORAN

EXAMINER'S INITIALS:

FILED
96 FEB -9 PM 3:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. BROWN FEB - 9 1996

FILED
96 FEB -9 PM 3:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
ELA 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:

ELA TRAVEL CORP.

The address of the principal office of this corporation shall be 241 Sevilla Avenue, Suite 1005, Coral Gables, Florida 33134, 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 \$1.00 par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 241 Sevilla Avenue, Suite 1005, Coral Gables, Florida 33134, and the name of the initial registered agent of the corporation at that address is George F. Allen.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

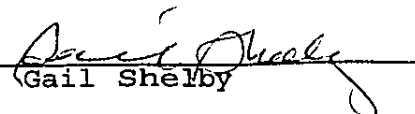
ARTICLE VI. INCORPORATOR

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 February 9, 1996.

CORPORATION SERVICE COMPANY

By: 
Its Agent, Gail Shelby

LRD/jlm

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 or 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: ELA TRAVEL CORP.

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

George F. Allen
(Name)
241 Sevilla Ave. Suite 1005
(P.O. Box not acceptable)
Coral Gables FL 33134
(City/State/Zip)

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TALLAHASSEE, FLORIDA

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.

George F. Allen
(Signature)