

P96000029099

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870

Mailing Address: Post Office Box 10349, Tallahassee, FL 32302

TOLL FREE No. 1-800-342-8062

FAX (904) 222-1222

NAME _____

FIRM _____

ADDRESS _____

PHONE () _____

Service: Top Priority _____ Regular _____
One Day Service Two Day Service

To us via _____ Return via _____

Mailor No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

RE:

Travel Medical
Services

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

☒ Capital Express™

☒ Art. of Inc. File

☐ Corp. Record Search

☐ Ltd. Partnership File

☒ Foreign Corp. File

☐ () Cert. Copy(s)

☐ Art. of Amend. File

☐ Dissolution/Withdrawal

☐ C U S-

☐ Fictitious Name File

☐ Name Reservation

☐ Annual Report/Reinstatement

☐ Reg. Agent Service

☐ Document Filing

☐ Corporate Kit

☐ Vehicle Search

☐ Driving Record

☐ Document Retrieval

☐ UCC 1 or 3 File

☐ UCC 11 Search

☐ UCC 11 Retrieval

☐ File No.'s, Copies

☐ Courier Service

☐ Shipping/Handling

☐ Phone ()

☐ Top Priority

☐ Express Mail Prep.

☐ FAX () pgs.

SUBTOTALS

FEE.....

DISBURSED.....

SURCHARGE.....

TAX on corporate supplies.....

SUBTOTAL.....

PREPAID.....

BALANCE DUE.....

Please remit invoice number with payment
TERMS: NET 10 DAYS FROM INVOICE DATE
1 1/2% per month on Past Due Amounts
Past 30 Days, 18% per Annum.

THANK YOU
from
Your Capital Connection

REQUEST TAKEN CONFIRMED APPROVED

DATE _____

TIME _____ CK No. _____

BY _____

WALK-IN 4/3 3:00
Will Pick Up



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

January 22, 1996

MEL PEARLMAN, ESQ.
P.O. BOX 300669
FERN PARK, FL 32730-0669

The name TRAVEL MEDIA SERVICES, INC. has been reserved for 120 days beginning January 22, 1996. The reservation number is R96000000339 and this reservation is **NONRENEWABLE**.

A reservation is not a grant of authority to use the name. It is only a withholding of a name from its availability for use by another. When the proposed document is submitted, the name will **AGAIN** be checked against the records of the Division and if still no conflict exists and all other requirements are fulfilled, the reserved name shall be filed as the entity name.

The Division of Corporations is a ministerial filing office and may not render any legal advice. The Division does not adjudicate the legality of any corporate name or arbitrate disputes between entities. You may wish to review other laws such as common law rights, including rights to a trade name; United States Code, Federal Trademark Act, Section 1051 (Lanham Act); Chapter 495, Florida Statutes, Registration of Trademarks and Service Marks (Florida Trademark Act); and Section 865.09, Florida Statutes (Fictitious Name Act).

If someone else submits the document for filing, it must have a copy of this letter attached.

Should you have any questions regarding this matter, please telephone (904) 488-9000, the Name Availability Section

Becky McKnight

Letter number: 096A00002740

ARTICLES OF INCORPORATION
OF
TRAVEL MEDIA SERVICES, INC.

FILED
96 APR -3 PM 2:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as the incorporator of the Corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation for such Corporation:

ARTICLE I
NAME OF THE CORPORATION

The name of this Corporation shall be Travel Media Services, Inc.

ARTICLE II
PERIOD OF DURATION

The period of duration of the Corporation is perpetual.

ARTICLE III
PURPOSE

The Corporation is organized for the purpose of engaging in any activity or business permitted under the laws of the United States and of this State.

ARTICLE IV
AUTHORIZED SHARES

Number: The aggregate number of shares that the Corporation shall have the authority to issue is 1,000 shares of Capital Stock.

Issue: 110 shares of the Capital Stock of the Corporation shall be

Issued for adequate consideration in the following manner:

Tina Green 75 Runnymede Rd. Toronto, Ontario M6S 2Y1	15 Shares
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Patrick Dineer 103 Montgomery Ave. Toronto, Ontario M4R 1E1	15 Shares
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Lisa MacDonald 108 Goodwood Park Cres., Apt. #622 Toronto, Ontario M4C 2H2	10 Shares
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Catherine Campbell 1176 Carey Rd. Oakville, Ontario L6J 2E4	35 Shares
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Joan Butler 36 Glen Rd. Toronto, Ontario	35 Shares
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Dividends: The holders of the outstanding capital stock shall be entitled to receive, when and as declared by the Board of Directors, dividends payable either in cash, in property, or in shares of the capital stock of the Corporation, or in such other manner agreed to by the Shareholders.

Classes of Stock: The shares of the Corporation may be divided into classes.

ARTICLE V

REGISTERED OFFICE AND AGENT

The initial street address in Florida of the initial registered office of the Corporation

is Mel Pearlman, P.A., 2909 Lakeview Drive, Fern Park, Florida 32730, and the name of the initial registered agent at such address is Mel Pearlman.

ARTICLE VI
PRINCIPAL OFFICE

The Principal Office of the corporation shall be c/o Mel Pearlman, P.A., 2909 Lakeview Drive, Fern Park, Florida 32730.

ARTICLE VII
BOARD OF DIRECTORS

This corporation shall have Two (2) Directors constituting the initial Board of Directors. The Directors need not be residents of the State of Florida or Shareholders of the Corporation. Majority vote of the Board of Directors is required to constitute a quorum for the transaction of business. Only a majority act of the Directors shall constitute an act of the Board of Directors.

The names and addresses of the persons who shall serve as Directors until the first annual meeting of Shareholders, or until their successors shall have been elected and qualified, is as follows:

Name	Address
Gerald W. Kinasz	17 Dundonald Street Toronto, Ontario Canada, M4Y 1K3
Chris Hunter	2203 Calbriar Way Oviedo, FL. 32765

ARTICLE VIII
INCORPORATORS

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

Chris Hunter 2203 Catbriar Way
 Oviedo, Florida 32765

ARTICLE IX
PREEMPTIVE RIGHTS OF SHAREHOLDERS

The holders of the common stock of this Corporation shall have preemptive rights to purchase, at prices, terms and conditions that shall be fixed by the Board of Directors, such as the shares of stock of this Corporation as may be issued for money, or property or services from time to time, in addition to that stock authorized by the Corporation. The preemptive rights of any holder is determined by the ratio of the authorized shares of common stock held by the holder to all shares of common stock currently authorized.

IN WITNESS WHEREOF, the undersigned has made and subscribed to these Articles of Incorporation at Fern Park, Seminole County, Florida on this 29th day of March 1996.

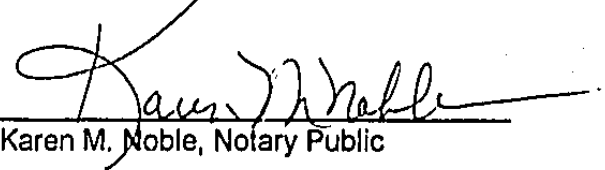


Chris Hunter/Director, Incorporator

STATE OF FLORIDA

COUNTY OF SEMINOLE

The foregoing instrument was acknowledged before me this 29th day of March, 1996 by **Chris Hunter**, who is _____ personally known to me **or** who produced his State of Florida Driver's License No. H536-106-56-182-0, as identification and who did not take an oath.



Karen M. Noble, Notary Public

My Commission Expires:



**CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR SERVICE OF PROCESS WITHIN
THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

FILED

8-17 2:29

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In compliance with Fla.Stat.Sec. 48.091, the following is submitted:

Travel Media Services, Inc., desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, c/o: Mel Pearlman, P.A., 2909 Lakeview Drive, Fern Park, Florida 32730, Seminole County, State of Florida, has named Mel Pearlman of Mel Pearlman, P.A. 2909 Lakeview Drive, Fern Park, Florida 32730, as its agent to accept service of process within this State.

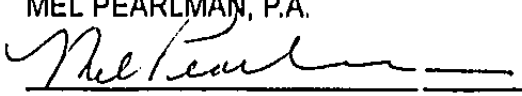
ACCEPTANCE OF DESIGNATION OF RESIDENT AGENT

Having been named to accept service of process for the above named Corporation, at the place designated in this certificate, the undersigned agrees to act in this capacity, and agrees to comply with the provisions of Florida law relative to keeping the designated office open.

Dated this 29th day of March, 1996.

MEL PEARLMAN, P.A.

By:



Mel Pearlman, Resident Agent