

SENT BY:

4- 5-86 11:53

GEIGER KASDIN -

1/ 4

4/05/86

FLORIDA DIVISION OF CORPORATIONS

11:53 AM

TO: DIVISION OF CORPORATIONS
DEPARTMENT OF STATE
STATE OF FLORIDA
409 EAST GAINES STREET
TALLAHASSEE, FL 32399

FROM: GEIGER, KASDIN, HELLER & KUPERSTEIN,
1428 BRICKELL AVE
6TH FLOOR
MIAMI FL 33131- 33401-0000

FAX: (904) 922-4000

CONTACT: BEVERLY O RIEDY

PHONE: (305) 372-5000

FAX: (305) 372-0052

((H96000004918)))

DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: STS TRAVEL AGENCY, INC.

FAX AUDIT NUMBER: H96000004918

CURRENT STATUS: REQUESTED

DATE REQUESTED: 04/05/1996

TIME REQUESTED: 11:53:31

CERTIFIED COPIES: 1

CERTIFICATE OF STATUS: 0

NUMBER OF PAGES: 3

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ENTER SELECTION AND <CR>:

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96 APR -5 PM 3:40

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

4/5

FA#: 1196-4918

**ARTICLES OF INCORPORATION OF
STS TRAVEL AGENCY, INC.**

**ARTICLE I
NAME**

The name of the Corporation is STS TRAVEL AGENCY, INC.

**ARTICLE II
DURATION**

This Corporation shall commence its existence upon the filing of these Articles of Incorporation and shall continue perpetually thereafter.

**ARTICLE III
PURPOSE**

This Corporation is organized for the purpose of transacting any and all lawful business under the laws of the State of Florida.

**ARTICLE IV
PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal office and mailing address of the corporation is: c/o STANLEY H. KUPERSTEIN, ESQ., 1428 BRICKELL AVENUE, 6TH FLOOR, MIAMI, FLORIDA 33131.

**ARTICLE V
CAPITAL STOCK**

This Corporation is authorized to issue 1,000 shares of \$1.00 par value common stock, which shall be designated "Common Shares."

Stanley H. Kuperstein, Esq.
GEIGER, KASDIN, HELLER, KUPERSTEIN,
CHAMES & WEIL, P.A.
1428 Brickell Avenue, 6th Floor
Miami, Florida 33131
Telephone: (305) 372-5000
Facsimile: (305) 372-0052
Florida Bar Number: 113612

FA#: H96-4918

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FA#: H96-4918

ARTICLE VI
INITIAL REGISTERED OFFICE AND AGENT

The street address of the Initial Registered Office of this Corporation is 1428 Brickell Avenue, 6th Floor, Miami, Florida 33131, and the name of the Initial Registered Agent of this Corporation at that address is STANLEY H. KUPERSTEIN, ESQ.

ARTICLE VII
INCORPORATOR

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

Name

Address

STANLEY H. KUPERSTEIN, ESQ. 1428 Brickell Avenue, 6th Floor
Miami, Florida 33131

ARTICLE VIII
POWERS

This corporation shall have all of the corporate powers enumerated in the Florida Business Corporation Act.

ARTICLE IX
AMENDMENT

This Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment to them, and any rights conferred upon the shareholders are subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 5th day of APRIL, 1996.


STANLEY H. KUPERSTEIN

PA#: H96-4918

**CERTIFICATE DESIGNATING REGISTERED OFFICE
FOR SERVICE OF PROCESS
WITHIN THE STATE OF FLORIDA, NAMING REGISTERED AGENT
UPON WHOM PROCESS MAY BE SERVED**

IN COMPLIANCE WITH SECTIONS 607.0501 AND 48.091, FLORIDA STATUTES, THE
FOLLOWING IS SUBMITTED:

THAT STS TRAVEL AGENCY, INC., DESIRING TO ORGANIZE OR QUALIFY UNDER
THE LAWS OF THE STATE OF FLORIDA, HAS NAMED STANLEY H. KUPERSTEIN, ESQ.,
LOCATED AT 1428 BRICKELL AVENUE, 6TH FLOOR, MIAMI, DADE COUNTY, FLORIDA,
33131, ITS REGISTERED AGENT TO ACCEPT SERVICE OF PROCESS WITHIN THE STATE OF
FLORIDA.

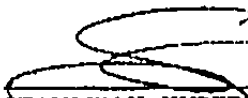


STANLEY H. KUPERSTEIN

Incorporator
TITLE

04/05/96

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED
CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO
ACT IN THE CAPACITY OF REGISTERED AGENT, AND I FURTHER AGREE TO COMPLY
WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE
PERFORMANCE OF MY DUTIES.



STANLEY H. KUPERSTEIN

FILED
PR - 5 PM 3:40
CLERK OF STATE
TREASURY
FLORIDA

PA#: H96-4918

SENT BY:

5-1-00 10:00:00 GEORGE KASDIN

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P960000 30090

5/01/96

FLORIDA DIVISION OF CORPORATIONS

9:44 AM

PUBLIC ACCESS SYSTEM

((H96000006128))

ELECTRONIC FILING COVER SHEET

TO: DIVISION OF CORPORATIONS

FROM: GEIGER, KASDIN, HELLER & KUPERSTEIN,
1428 BRICKELL AVE
6TH FLOOR

DEPARTMENT OF STATE

STATE OF FLORIDA

409 EAST GAINES STREET

TALLAHASSEE, FL 32399

MIAMI FL 33131-

062-0000

FAX: (904) 922-4000

CONTACT: BEVERLY O RIEDY

PHONE: (305) 372-5000

FAX: (305) 372-0052

((H96000006128))

DOCUMENT TYPE: BASIC AMENDMENT

NAME: STS TRAVEL AGENCY, INC.

FAX AUDIT NUMBER: H96000006128

CURRENT STATUS: REQUESTED

DATE REQUESTED: 05/01/1996

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W96-9304

FILED
96 MAY 15 PM 12:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

22:11:17 1-10-96

May 1, 1996

STS TRAVEL AGENCY, INC.
% STANLEY H. KUPERSTEIN
1428 BRICKELL AVE. 6TH FLOOR
MIAMI, FL 33131

SUBJECT: STS TRAVEL AGENCY, INC.
REF: P96000030090

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

Written approval and clearance of the terms BANK, BANKER, BANC, BANKING, TRUST COMPANY, BANCSHARES, SAVINGS & LOAN ASSOCIATION, SAVINGS BANK, or CREDIT UNION must be obtained from the Division of Banking and Finance, pursuant to section 655.922(2a), Florida Statutes. The address is:

Division of Banking
Director's Office
Suite 1401, The Capitol
Tallahassee, FL 32399-0350
(904) 488-1111.

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) 487-6902.

Linda Stitt
Corporate Specialist

FAX Aud. #: H96000006128
Letter Number: 896A00021031



ROBERT F. MILLIGAN
COMPTROLLER OF FLORIDA

OFFICE OF COMPTROLLER
DEPARTMENT OF BANKING AND FINANCE
STATE OF FLORIDA
TALLAHASSEE
32399-0350

May 14, 1996

Stanley H. Kuperstein
Golger, Kasdin, Heller, Kuperstein,
Chamos & Well, P.A.
1428 Brickell Avenue, 6th Floor
Miami, FL 33131

Dear Mr. Kuperstein:

Re: "STS Bankers Travel, Inc."

Thank you for your recent letter/fax requesting approval for use of the above-referenced name. It is the opinion of this Department that your name is definitive enough to differentiate the business being conducted from that of a commercial bank or trust company. Therefore, the Department does not object to your use of the above-referenced name being registered to conduct business in the State of Florida.

Sincerely,

A handwritten signature in black ink, appearing to read "Wm. Douglas Johnson", is written over a horizontal line.

Wm. Douglas Johnson
Assistant Director
Division of Banking
Suite 1401, The Capitol
Tallahassee, FL 32399-0350
(904) 488-1111

:kr

cc: Karon Beyer, Chief
Bureau of Corporate Records
Division of Corporations
Secretary of State's Office

SENT BY:

5- 1-00 : 0:30 :

GEIGER KASDIN -

1# 2/ 2

FA#: H96- 6128

**ARTICLES OF AMENDMENT
OF
STS TRAVEL AGENCY, INC.**

FILED
25 MAY 15 PM 12:12
CLERK OF THE COURT
TALLAHASSEE, FLORIDA

The following amendment was adopted by the Board of Directors of this corporation on April 30, 1996. The Shareholders unanimously approved this amendment on April 30, 1996.

The name of the corporation is: **STS TRAVEL AGENCY, INC.**

The name of the corporation shall be changed to: **STS BANKERS TRAVEL, INC.**

IN WITNESS WHEREOF, the undersigned have executed these Articles of Amendment this 30th day of April, 1996.



ANTHONY J. STUPE
President/Director/Shareholder

Stanley H. Kuperstein, Esq.
**GEIGER, KASDIN, HELLER, KUPERSTEIN,
CHAMES & WEIL, P.A.**
1428 Brickell Avenue, 6th Floor
Miami, Florida 33131
Telephone: (305) 372-5000
Facsimile: (305) 372-0052
Florida Bar Number: 113612

FA#: H96-6128

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