

P960000 35 846

April 16, 1996

State of Florida
Division of Corporations
P O Box 6327
Tallahassee, Florida 32414

0000001794580
-04/25/96--01040--021
***122.50 ***122.50

Re: Travelers Vacation Network, Inc.
Corporate Registration

Dear Sirs:

Enclosed please find our check in the amount of \$ 122.50 to be used as payment for the following services connected with the registration of Travelers Vacation Network, Inc. as a for-profit corporation with your office:

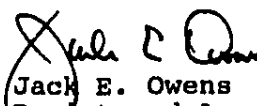
Filing fees	\$ 35.00
Certified copy	52.50
Registered agent designation	35.00

Total	\$ 122.50

Please use the enclosed copy of this letter, duplicate articles of incorporation, and return addressed envelope to confirm to us that this request has been processed.

If you have any questions concerning this matter please contact the undersigned. Thank you for your prompt attention to this matter.

Very Truly Yours


Jack E. Owens
Registered Agent
2731 Silver Star Road
Orlando, Florida 32808-3935
Phone 407-293-2654

FILED
96 APR 25 AM 10:22
TALLAHASSEE, FLORIDA

JEOwens
mgb
enclosures

NOT RECORDED
61 APR 25 1996

Will wait

SAB
4/25/96

FILED
STATE
CLERK

95 APR 25 AM 7:09

ARTICLES OF INCORPORATION
OF
Travelers Vacation Network, Inc.

ARTICLE I -- NAME

The name of this corporation is Travelers Vacation Network, Inc. The address of the corporation is 2731 Silver Star Road, Orlando, FL 32808-3935.

ARTICLE II -- DURATION

The Corporation shall have a perpetual existence.

ARTICLE III -- PURPOSE

The purpose of this Corporation is to engage in any activities or business permitted under the laws of the United States and Florida.

ARTICLE IV -- CAPITAL STOCK

The maximum number of shares which this Corporation is authorized to have outstanding at any time is one thousand shares of common stock having a par value of one dollar (\$ 1.00) per share.

ARTICLE V -- INITIAL REGISTERED OFFICE AND AGENT

The initial registered office of this Corporation shall be at 2731 Silver Star Road, Orlando, FL 32808-3935, and the initial registered agent of this Corporation at such office shall be Jack E. Owens, who upon accepting this designation agrees to comply with the provisions of Section 48.091, Florida Statutes as amended from time to time, with respect to keeping an office open for service of process.

ARTICLE VI -- INITIAL BOARD OF DIRECTORS

The initial Board of Directors shall consist of three members. The number of directors may be increased or decreased from time to time by vote of the stockholders, but in no case shall the number of directors be less than one nor more than four. The names and addresses of the directors constituting the initial Board of Directors are:

Leonard C. Royster

12678 Starkey Road
Largo, FL 34643

John K. Fanello

2731 Silver Star Road
Orlando, FL 32808-3935

Jack E. Owens

2731 Silver Star Road
Orlando, FL 32808-3935

ARTICLE VII -- INCORPORATOR

The name and address of the person signing these Articles of Incorporation is Jack E. Owens, 2731 Silver Star Road, Orlando, FL 32808-3935.

ARTICLE IX -- AMENDMENT

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

ARTICLE X -- BYLAWS

The initial Bylaws shall be adopted by the Board of Directors. The power to alter, amend, or repeal the Bylaws or adopt new Bylaws is vested in the Board of Directors, subject to repeal or change by action of the shareholders.

ARTICLE XI -- INFORMAL SHAREHOLDER ACTION

The holders of not less than sixty-six percent (66%) of the issued and outstanding shares of the voting stock of the corporation may act by written agreement without a meeting, as provided in Florida Statutes 607.0704 and the Bylaws.

ARTICLE XII -- PREEMPTIVE RIGHTS

Each shareholder of this corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in this corporation that may from time to time be issued (whether or not presently authorized), in the ratio that the number of shares he holds at the time of issue bears to the total number of shares outstanding. This right is granted with respect to all shares of stock of the corporation, including:

1. Shares issued as compensation to directors, officers, agents, or employees of the corporation or its subsidiaries or affiliates;
2. Shares issued to satisfy conversion or option rights created to provide compensation to directors, officers, agents, or employees of the corporation or its subsidiaries or affiliates;
3. Shares authorized in these Articles of Incorporation that are issued within six (6) months from effective date of incorporation;
4. Shares sold otherwise than for money. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares preempted within thirty (30) days of receipt of a notice in writing from the corporation stating the price, terms and conditions of the issue of shares and inviting him to exercise his

proemptive rights. This right may also be waived by affirmation in a written waiver submitted by the shareholder to the corporation within thirty (30) days of receipt of notice from the corporation.

ARTICLE XIII -- CUMULATIVE VOTING

In any election of directors by the shareholders, each shareholder or record entitled to vote shall have the right to cumulate his shares and give one candidate as many votes as shall equal the number of directors to be elected multiplied by the number of shares owned by such stockholder, or to distribute them on the same principle among as many candidates as he sees fit; provided, however, that notice shall be given by any shareholder to the President or a Vice President of the corporation not less than twenty-four (24) hours before the time fixed for the holding of the meeting for the election of directors that he intends to accumulate his votes at such election. This right to vote cumulatively shall not be further restricted or qualified by any provision in the Bylaws of this corporation.

ARTICLE XIV -- LONG-TERM EMPLOYMENT CONTRACT

The Board of Directors may authorize the corporation to enter into employment contracts with any executive officer for periods longer than one year, and any charter or Bylaw provision for annual election shall be without prejudice to the contract rights, if any,

of the executive officer under such contract.

IN WITNESS WHEREOF, the undersigned executes these Articles of Incorporation this 23rd day of April, 1996.

Jack E. Owens
(Name of Incorporator)

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing Articles of Incorporation of Travelers Vacation Network, Inc. were acknowledged before me this 23rd day of April, 1996, by Jack E. Owens, as Incorporator.

Notary Public



JUDITH MARIA MIRANDA
COMMISSION # CC 511592
EXPIRES NOV 26, 1999
BONDED THRU
ATLANTIC BONDING CO., INC.

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for Travelers Vacation Network, Inc., at the place designated in the Articles of Incorporation, Jack E. Owens, agrees to act in this capacity, and agrees to comply with the provisions of Section 48.091 relative to keeping open such office.

4-23-91

Date

Jack E. Owens

Jack E. Owens

55 APR 25 AM 7:09

RECEIVED
STATE
CLERK