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Olivia M. Kendrick
Certified Legal Assistant

EFFECTIVE DATE
5/10/96

May 13, 1996

VIA FEDERAL EXPRESS

Corporate Information Products
ATTORNEYS' TITLE INSURANCE FUND, INC.
Leon Branch/Attn: Jenna Ekland
660 E. Jefferson Street, Suite 200
Tallahassee, Florida 32301

Re: PROFFITT TRAVEL, INC., a Florida corporation - Articles of Incorporation/Fund No. 15094

Dear Jenna:

Please find enclosed Articles of Incorporation for PROFFITT TRAVEL, INC., a Florida corporation. Please file these upon receipt, there is an extra copy of the documents for stamping and return by regular courier.

Please find enclosed this firm's check in amount of \$70.00 payable to the Secretary of State for this filing and bill us for your fees for processing this incorporation.

Please call upon filing of the enclosed documentation if you have any problem with accomplishing the filing of this incorporation upon receipt.

Sincerely,

Lois M. Kasischke
Lois M. Kasischke, Legal Assistant to
Drennen L. Whitmire, Jr.

DLW/lmk
Enclosures as stated

RECEIVED
MAY 14 1996
FEDERAL EXPRESS

FILED
MAY 14 PM 2:41
FEDERAL EXPRESS

SAB
5/14/96

ARTICLES OF INCORPORATION
OF
PROFFITT TRAVEL, INC.

EFFECTIVE DATE
5/10/96

FILED
96 MAY 14 PM 2:41
CLERK OF STATE
TALLAHASSEE, FLORIDA

Article I

Name

The name of the corporation is PROFFITT TRAVEL, INC.

Article II

Duration

This corporation shall have a perpetual existence.

Article III

Purpose

This corporation is organized for the purpose of transacting any and all lawful business.

Article IV

Capital Stock

This corporation is authorized to issue 1,000 shares of ONE DOLLAR (\$1.00) par value common stock.

Article V

Initial Registered Office and Agent

The street address of the initial registered office of this corporation, and the mailing

address of this corporation, is 3592 Brooklyn Lane, Lake Worth, Florida 33461, and the name of the initial registered agent of this corporation at the address is Kathy Lou Proffitt.

Article VI

Initial Board of Directors

This corporation shall have two (2) 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). The names and addresses of the initial directors of this corporation are:

<u>Name</u>	<u>Address</u>
Kathy Lou Proffitt	3592 Brooklyn Lane Lake Worth, Florida 33461
Danny M. Proffitt	3592 Brooklyn Lane Lake Worth, Florida 33461

Article VII

Incorporators

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

<u>Name</u>	<u>Address</u>
Kathy Lou Proffitt	3592 Brooklyn Lane Lake Worth, Florida 33461

Article VIII

Powers

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

Article IX

Indemnification

This corporation shall indemnify its officers and directors, and may indemnify its employees and agents, to the fullest extent permitted by the provisions of the Florida Business Corporation Act, as the same may be amended and supplemented, from and against any and all of the expenses or liabilities incurred in defending a civil or criminal proceeding, or other matters referred to in or covered by said provisions, including advancement of expenses prior to the final disposition of such proceedings and amounts paid in settlement of such proceedings. The indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any bylaw, agreement, vote of shareholders or disinterested directors or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office. Such indemnification shall continue as to a person who has ceased to be a director, officer, employee or agent, and shall inure to the benefit of the heirs and personal representatives of such a person. An adjudication of liability shall not affect the right to indemnification for those indemnified.

Article X

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 shareholder(s) is subject to this reservation.

Article XI

Bylaws


The Bylaws may be adopted, altered, amended, or repealed by either the shareholders or the Board of Directors, but the Board of Directors may not amend or repeal any Bylaw adopted by shareholders if the shareholders specifically provide such Bylaw is not subject to amendment or repeal by the directors.

Article XII

Beginning of Corporate Existence

The date when corporate existence shall begin shall be May 10, 1996.

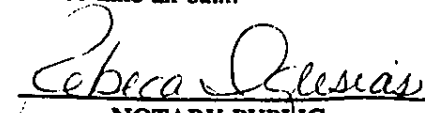
IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 10th day of May, 1996.


Kathy Lou Proffitt, Incorporator

STATE OF FLORIDA

COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 10th day of May, 1996, by Kathy Lou Proffitt, who is personally known to me or who presented a Florida drivers license and who did not take an oath.


NOTARY PUBLIC
Printed Name of Notary: _____
Commission No.: _____
Commission Expiration: _____

(NOTARIAL SEAL)



**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 607.050, and 48.091, 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: PROFFITT TRAVEL, INC.
2. The name and address of the registered agent and office is:

Kathy Lou Proffitt

(NAME)

3592 Brooklyn Lane,

(STREET ADDRESS)

Lake Worth, Florida 33461

(CITY/STATE/ZIP)

Kathy Lou Proffitt
KATHY LOU PROFFITT
TITLE Incorporator

DATE May 10th, 1996

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 THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.0505, FLORIDA STATUTES.

Kathy Lou Proffitt
KATHY LOU PROFFITT
DATE May 10th, 1996

proffitt.art

96 MAY 14 PM 2:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED