

# P960000 42759

Document Number Only

CT CORPORATION SYSTEM

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, FL 32301 222-1092

City

State

Zip

Phone

CORPORATION(S) NAME

BCI Acquisition Corporation

☒ Profit Acts of Inc.

☐ NonProfit

☐ Limited Liability Co.

☐ Foreign

☐ Limited Partnership

☐ Reinstatement

☐ Certified Copy

☐ Call When Ready

☒ Walk In

☐ Mail Out

☐ Amendment

☐ Dissolution/Withdrawal

☐ Annual Report

☐ Reservation

☐ Photo Copies

☐ Call if Problem

☐ Merger

☐ Mark

☐ Other

☐ Change of R.A.

☐ Fict. Name

☐ CUS

☐ After 4:30

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5-20-96

SAS  
5/20/96

**ARTICLES OF INCORPORATION OF  
BCI ACQUISITION CORPORATION**

FILED  
96 MAY 20 PM 2:10  
CLERK OF THE STATE  
TALLAHASSEE, FLORIDA

**ARTICLE I**

The corporate name that satisfies the requirements of section 607.0401 is BCI ACQUISITION CORPORATION.

**ARTICLE II**

(A) The street address of the initial principal office of the corporation is 1200 South Pine Island Road, City of Plantation, Florida 33324. The name of its registered agent at such address is CT Corporation System.

(B) The name and mailing address of the incorporator of the corporation is:

William E. Growney, Jr.  
Gunderson Dettmer Stough Villeneuve Franklin & Hochigian, LLP  
600 Hansen Way, 2<sup>nd</sup> Floor  
Palo Alto, California 94304

**ARTICLE III**

The nature of the business or purposes to be conducted or promoted is to engage in any lawful act or activity for which corporations may be organized under the Florida Statutes.

**ARTICLE IV**

This corporation is authorized to issue one class of stock to be designated "Common Stock." The total number of shares which the corporation is authorized to issue is One Thousand (1,000) shares, \$0.01 par value.

**ARTICLE V**

Except as otherwise provided in these Articles of Incorporation, in furtherance and not in limitation of the powers conferred by statute, the board of directors is expressly authorized to make, repeal, alter, amend and rescind any or all of the Bylaws of the corporation.

**ARTICLE VI**

The number of directors of the Corporation shall be fixed from time to time by a bylaw or amendment thereof duly adopted by the board of directors or by the shareholders.

#### ARTICLE VII

Elections of directors need not be by written ballot unless the Bylaws of the corporation shall so provide.

#### ARTICLE VIII

Meetings of shareholders may be held within or without the State of Florida, as the Bylaws may provide. The books of the corporation may be kept (subject to any provision contained in the statutes) outside the State of Florida at such place or places as may be designated from time to time by the board of directors or in the Bylaws of the Corporation.

#### ARTICLE IX

A director of the corporation shall not be personally liable to the corporation or its shareholders for monetary damages for breach of fiduciary duty as a director, except for liability (i) for any breach of the director's duty of loyalty to the corporation or its shareholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 607.0834 of the Florida Statutes, or (iv) for any transaction from which the director derived any improper personal benefit. If the Florida Statutes are amended after approval by the shareholders of this Article to authorize corporation action further eliminating or limiting the personal liability of directors then the liability of a director of the corporation shall be eliminated or limited to the fullest extent permitted by the Florida Statutes as so amended.

Any repeal or modification of the foregoing provisions of this Article Nine by the shareholders of the corporation shall not adversely affect any right or protection of a director of the corporation existing at the time of such repeal or modification.

#### ARTICLE X

To the fullest extent permitted by applicable law, this corporation is also authorized to provide indemnification of (and advancement of expenses to) such agents (and any other persons to which Florida law permits this corporation to provide indemnification) through Bylaw provisions, agreements with such agents or other persons, vote of shareholders or disinterested directors or otherwise, in excess of the indemnification and advancement otherwise permitted by Section 607.0850 of the Florida Statutes, subject only to limits created by applicable Florida law (statutory or non-statutory), with respect to actions for breach of duty to this corporation, its shareholders, and others.

Any repeal or modification of any of the foregoing provisions of this Article Ten shall not adversely affect any right or protection of a director, officer, agent or other person existing at the time of, or increase the liability of any director of this corporation with respect to any acts or omissions of such director, officer or agent occurring prior to such repeal or modification

#### ARTICLE XI

The corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon shareholders herein are granted subject to this reservation.

IN WITNESS WHEREOF, the undersigned has signed these Articles of Incorporation this 17<sup>th</sup> day of May, 1996.

William E. Growney, Jr.  
William E. Growney, Jr.  
Incorporator

Acceptance by the Registered Agent as required in section 607.0501 (3) F.S.: CT Corporation System is familiar with and accepts the obligations provided for in Section 607.0505.

Dated 5-20-96, 1996

CT Corporation System

By Connie Bryan  
CONNIE BRYAN  
SPECIAL ASSISTANT SECRETARY  
(Type Name of Officer)

\_\_\_\_\_  
(Title of Officer)

FILED  
96 MAY 20 PM 2:10  
OFFICE OF STATE  
TREASURER, FLORIDA

P96 0000 42759



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

ARTICLES OF MERGER  
Merger Sheet

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MERGING:

BCI ACQUISITION CORP., a Florida corporation, document number  
P96000042759

INTO

**BIZTRAVEL.COM, INC.**, a Florida corporation, P95000030749

File date: May 21, 1996

Corporate Specialist: Karen Gibson