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PROSECUTOR
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 971875 10939A

AUTHORIZATION :

COST LIMIT : \$ PPD

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 MAY 31 11:10:23

ORDER DATE : May 31, 1996

ORDER TIME : 10:02 AM

ORDER NO. : 971875

CUSTOMER NO: 10939A

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*****70.00 *****70.00

CUSTOMER: Tom Tighe, Esq
TUCKER & TIGHE, P.A.

Suite 505
800 East Broward Boulevard
Ft. Lauderdale, FL 33301

DOMESTIC FILING

NAME: TRAVEL OPPORTUNITIES OF
DELRAY, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jennifer Moran

EXAMINER'S INITIALS:

RECEIVED
96 MAY 31 11:11:37
DIVISION OF CORPORATIONS

JP
6/3/96

**ARTICLES OF INCORPORATION
OF
TRAVEL OPPORTUNITIES OF DELRAY, INC.**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 MAY 31 AM 10:23

ARTICLE I - NAME AND ADDRESS

The name of this corporation shall be TRAVEL OPPORTUNITIES OF DELRAY, INC. with its principal address and mailing address being 4731 W. Atlantic Avenue, #B-4, Delray Beach, Florida 33445.

ARTICLE II - NATURE OF BUSINESS

This corporation may engage in any activity or business for which corporations may be incorporated under Chapter 607 of the Florida Statutes.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is Five Hundred (500) shares of common stock having a nominal or par value of one dollar (\$1.00) per share.

ARTICLE IV - REGISTERED AGENT AND REGISTERED OFFICE

The initial registered agent of this corporation shall be JAMES VERRILLO, at 2701 W. Oakland Park Blvd., Suite 100, Ft. Lauderdale, Florida 33311.

ARTICLE V - DIRECTORS


The number of directors constituting the initial Board of Directors shall be two (2). The name and address of the directors serving on the initial Board of Directors are as follows:

<u>NAME</u>	<u>ADDRESS</u>
James Verrillo	2701 W. Oakland Park Blvd., Ste 100 Ft. Lauderdale, FL 33311
Daniel Lambert	2701 W. Oakland Park Blvd., Ste 100 Ft. Lauderdale, FL 33311

ARTICLE VI - INCORPORATOR

The incorporator of these Articles of Incorporation is JAMES VERRILLO whose address is 2701 W. Oakland Park Blvd., Suite 100, Ft. Lauderdale, FL 33311.

I, the undersigned, being the original Incorporator of the foregoing corporation, do hereby certify that the foregoing constitutes the proposed Articles of Incorporation of TRAVEL OPPORTUNITIES OF DELRAY, INC. and I hereby declare and certify that the facts herein stated are true.


JAMES VERRILLO

STATE OF FLORIDA :
COUNTY OF BROWARD : SS

The foregoing instrument was acknowledged before me this 28 day of May, 1996, by JAMES VERRILLO, who is (✓) personally known to me OR () did produce _____ as identification, and who did take an oath.

WITNESS my hand and official seal this 28 day of

May, 1996.


NOTARY PUBLIC

My Commission Expires:



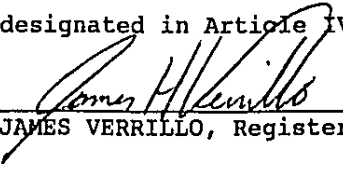
"OFFICIAL SEAL"
Debra Ann Straub
My Commission Expires 5/31/97
Commission #CC 290883

Debra Ann Straub
Printed Name of Notary Public

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DIVISION OF CORPORATIONS
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ACCEPTANCE BY REGISTERED AGENT

I, JAMES VERRILLO, designated as Registered Agent of TRAVEL OPPORTUNITIES OF DELRAY, INC. in the Articles of Incorporation of said corporation, do hereby accept appointment as such at the registered office designated in Article IV.


JAMES VERRILLO, Registered Agent