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FLORIDA DIVISION OF CORPORATIONS

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DEPARTMENT OF REVENUE

STATE OF FLORIDA FINANCIAL PLAZA

STATE OF FLORIDA

400 EAST QUINCY STREET

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TALLAHASSEE, FL 32399

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NAME: GLOBAL TRAVEL COMMUNICATIONS, INC

FAX AUDIT NUMBER: H96000007954

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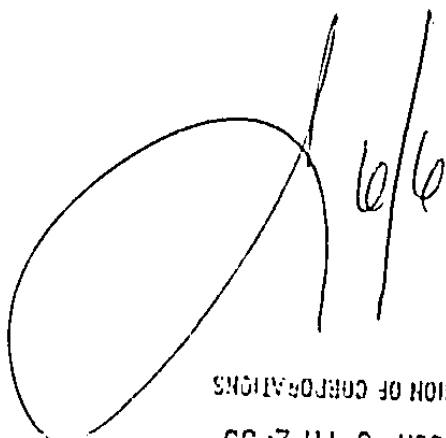
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TALLAHASSEE, FLORIDA



DIVISION OF CORPORATIONS

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**ARTICLES OF INCORPORATION
OF
GLOBAL TRAVEL COMMUNICATIONS, INC.**

The undersigned incorporator to these Articles of Incorporation hereby forms
corporation under the laws of the State of Florida.

ARTICLE I

NAME

The name of this corporation shall be GLOBAL TRAVEL COMMUNICATIONS, INC.

ARTICLE II

NATURE OF BUSINESS

The corporation may engage in any activity or business permitted under the laws of the
United States and of the State of Florida.

ARTICLE III

CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have
outstanding at any one time is one thousand (1,000) shares of common stock having One (\$1.00)
Dollar par value.

ARTICLE IV

TERM OF EXISTENCE

The corporation shall exist perpetually, effective June 6, 1996.

This Instrument Prepared By:
Stephen P. Goldenberg, Esquire
One Financial Plaza, Suite 2626
Fort Lauderdale, FL 33396
(305) 523-2626
F.B.N. 131293

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TALLAHASSEE, FLORIDA

ARTICLE V

ADDRESS

The initial street address of the registered office of this corporation in the State of Florida shall be c/o Worldwide Corporate Services, Inc., One Financial Plaza, Suite 2626, Fort Lauderdale, FL 33394.

The initial principal office address of the corporation shall be: Grove Center, Suite 309, 21301 Powerline Road, Boca Raton, FL 33433.

ARTICLE VI

REGISTERED AGENT

The Registered Agent of this corporation shall be WORLDWIDE CORPORATE SERVICES, INC.

I do hereby accept the duties and responsibilities as registered agent.

Accepted: June 6, 1996.

WORLDWIDE CORPORATE SERVICES, INC.

By:


STEPHEN F. GOLDENBERG, President

ARTICLE VII

DIRECTORS

This corporation shall have no Directors, initially. The affairs of the Corporation will be managed by the Shareholders until such time Directors are designated as provided by the By-Laws.

This Instrument Prepared By:
Stephen F. Goldenberg, Esquire
One Financial Plaza, Suite 2626
Fort Lauderdale, FL 33394
(305) 523-2626
F.B.N. 151293

ARTICLE VIII
INCORPORATOR

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

Name and Address
Stephen F. Goldenberg, President
WORLDWIDE CORPORATE SERVICES, INC.
One Financial Plaza, Suite 2626
Fort Lauderdale, FL 33394

ARTICLE IX
AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation on June 6, 1996.

WORLDWIDE CORPORATE SERVICES, INC.

By:


STEPHEN F. GOLDBERG
Incorporator and Registered Agent

This Instrument Prepared By:
Stephen F. Goldenberg, Esquire
One Financial Plaza, Suite 2626
Fort Lauderdale, FL 33394
(305) 525-2626
P.O.N. 151293

STATE OF FLORIDA)
)
 COUNTY OF BROWARD)

SS:

Before me, a notary public authorized to take acknowledgements in the state and county set forth above, personally appeared **STEPHEN F. GOLDENBERG**, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation, and who did not take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the state and county aforesaid, on Jun. 6, 1996.

Barbara S. Lee
 Signature of Notary Public

Barbara S. Lee

Typed/Printed Name of Notary Public

Notary Public, State of Florida

My Commission Expires:



FILED
 96 JUN -6 PM 5:30
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

This Instrument Prepared By:
 Stephen F. Goldenberg, Esquire
 One Financial Plaza, Suite 2626
 Fort Lauderdale, FL 33306
 (305) 523-2626
 F.B.N. 151293