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BRUCE ROBERT SHEARER
759 CAMINO LAKES CIRCLE
BOCA RATON, FL 33486

June 3, 1996

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Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: EMPHASIS TRAVEL MARKETING, INC.

Dear Sir/Madam:

Enclosed please find original and copy of Articles of Incorporation, Certificate designating Registered Agent and our check in the amount of \$122.50 representing filing fee, Registered Agent fee and certified copy fee.

Very truly yours,


Bruce Robert Shearer

Enc.

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ARTICLES OF INCORPORATION
OF
EMPHASIS TRAVEL MARKETING, INC.

55 JUN 19 1961

The undersigned subscribers to these Articles of Incorporation, natural persons competent to contract, hereby form a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of this corporation shall be EMPHASIS TRAVEL MARKETING, INC.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, country, territory, or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 500 shares of common stock, having a par value of \$1.00 per share.

ARTICLE IV. ADDRESS

The street address of the initial registered office and principal office of the corporation shall be 759 Camino Lakes Circle, Boca raton, Florida 33486, and the name of the initial registered agent of the corporation at that address is Bruce Robert Shearer.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

The corporation shall have one (2) directors, initially. The names and street addresses of the initial members of the Board of Directors are:

Bruce Robert Shearer	759 Camino Lakes Circle Boca Raton, Florida 33486
Gillian E. Shearer	759 Camino Lakes Circle Boca Raton, Florida 33486

ARTICLE VII. OFFICERS

The names and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

Bruce Robert Shearer 759 Camino Lakes Circle Boca Raton, Florida 33486	President and Vice-President
Gillian E. Shearer 759 Camino Lakes Circle Boca Raton, Florida 33486	Secretary

ARTICLE VIII. SUBSCRIBER

The name and street address of the subscriber to these Articles of Incorporation is Bruce Robert Shearer, 759 Camino Lakes Circle, Boca Raton, Florida, 33486.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal on this 3rd day of June 1996.

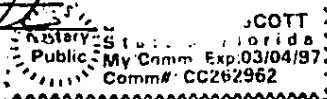


Bruce Robert Shearer

Sworn and Subscribed to
before me this 3rd day of
June, 1996.


Notary Public

My Commission Expires:



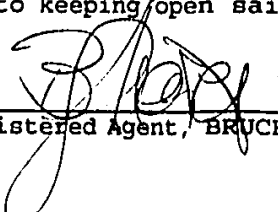
CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED.

Pursuant to Chapter 48.091, Florida Statutes, the following is
submitted, in compliance with said Act:

First: That EMPHASIS TRAVEL MARKETING, INC.,
desiring to organize under the laws of the State of Florida with
its principal office, as indicated in the Articles of Incorporation
in the City of Boca Raton, County of Palm Beach, State of Florida,
has named Bruce Robert Shearer, located at 759 Camino Lakes Circle
in the city of Boca Raton, County of Palm Beach, State of Florida,
as its agent to accept service of process within this state.

ACKNOWLEDGEMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

Having been named to accept service of process for the above
stated corporation, at place designated in this certificate, I
hereby accept to act in this capacity, and agree to comply with the
provision of said act relative to keeping open said office.

By: 
Registered Agent, BRUCE ROBERT SHEARER

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