

796000057677

ROBERT L. SOLITARIO  
ATTORNEY AT LAW

2 East Camino Real  
Suite 2110  
Boon Raton, Florida 33432

Tel: (407) 447-0600  
Fax: (407) 302-0007

July 5, 1995

800001836368  
-07/08/96--01058--011  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

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

RE: Ticket Solution, Inc.

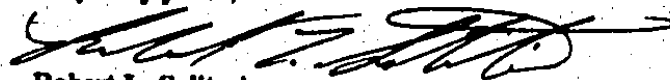
Dear Madam/Sir:

Enclosed please find the original Articles of Incorporation for Ticket Solution, Inc., as well as a photocopy of the same.

Additionally, enclosed is a check in the amount of \$78.75 for the cost of incorporation and certificate of status.

Thank you for your cooperation with respect to this matter. If you have any questions please do not hesitate to contact me at the above address.

Very truly yours,



Robert L. Solitario

RLS/cl  
enclosure

FILED  
96 JUL -8 AM 9:02  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

7-10-96  
KR

**ARTICLES OF INCORPORATION**  
**OF**  
**TICKET SOLUTION, INC.**

FILED  
96 JUL -8 AM 9:02  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE I**  
**NAME**

The name of this corporation is Ticket Solution, Inc.

**ARTICLE II**  
**PURPOSE**

The purpose for which corporation is organized is the transaction of any and all lawful business for which corporations may be incorporated under the General Corporations Act of the State of Florida. These shall include but not be limited to the power to sue and be sued, complain and defend in its corporate name in all actions and proceedings and to have a Corporate Seal. The corporation may also purchase, take, receive, lease or otherwise acquire, own, hold, improve, use or otherwise deal with real or personal property or any interest therein wherever situated. It shall have the power to sell, convey, mortgage, pledge, lease, exchange, transfer and otherwise dispose of any and all its property, franchises and income. It may conduct its business, carry on its operations, and have officers and exercise the powers granted by this act within and without the State of Florida. It may elect and/or appoint officers and agents and define their duties and fix their compensation. It may take and alter by-laws in any way consistent with these Articles of Incorporation and the laws of the state for the administration and regulations of the affairs of the corporation. The corporation shall have the power to make donations to the public welfare or for charitable, scientific or educational purposes. It shall have the power to transact any lawful business which the Board of Directors shall find to be in aid of government Policy. The corporation shall further have the power to pay pensions and establish pension plans and other incentive plans for any and all of its directors, officers and employees of its subsidiaries. It may be a promoter, incorporator, general partner,

member, associate or manager of any corporation, partnership, limited partnership, joint venture, trust or enterprise. The corporation shall have the further power to purchase, take, receive, subscribe for, or otherwise use and deal in and with shares or other interest in or obligations of other domestic and foreign corporations, associations, partnerships and individuals including the direct and indirect obligations to the United States or any other government body. The corporation shall have the power to have and to exercise all powers necessary or convenient to effect its purpose.

### **ARTICLE III** **CAPITAL STOCK**

The aggregate number of shares which the corporation has the authority to issue is 1000 shares, all of which shall be common shares with par value of \$1.00.

### **ARTICLE IV** **PREEMPTIVE RIGHTS**

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

### **ARTICLE V** **INITIAL REGISTERED OFFICE AND AGENT** **AND CORPORATION'S PRINCIPAL OFFICE ADDRESS**

The street address of the initial registered office and principal place of business of this corporation is:

4101 North Ocean Blvd.  
Apartment 704  
Boca Raton, FL 33431

The name of the initial registered agent of this corporation is:

Dogan M. Bengisu

**ARTICLE VI**  
**DIRECTORS**

The Corporation shall have two directors. The number of directors may be either increased or decreased from time to time, as provided in the Bylaws of the Corporation.

The names and addresses of the initial directors of the Corporation are:

President: Robert L. Solitario  
2 East Camino Real  
Suite 211 C  
Boca Raton, FL 33432

Secretary/  
Treasurer: Dogan M. Bengisu  
2 East Camino Real  
Suite 211 F  
Boca Raton, FL 33432

**ARTICLE VII**  
**COMMENCEMENT OF EXISTENCE**

The corporation shall be deemed to commence its existence on:

Upon receipt by the Secretary of State of these Articles of Incorporation.

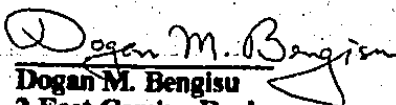
**ARTICLE VIII**  
**AMENDMENT**

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation to any amendment hereto, and any rights conferred upon the stockholders are subject to this reservation.

**ARTICLE IX**  
**INCORPORATORS**

The names and street addresses of the Incorporators to these Articles of Incorporation are:

Robert L. Solitario  
2 East Camino Real  
Suite 211 C  
Boca Raton, FL 33432

  
Dogan M. Bengisu  
2 East Camino Real  
Suite 211 F  
Boca Raton, FL 33432

The undersigned Incorporators have executed these Articles of Incorporation this 5th day  
of July, 1996.

  
Robert L. Solitario

  
Dogan M. Bengisu

## CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 807.0501 or 817.0501, 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: Ticket Solution, Inc.

2. The name and address of the registered agent and office is:

Dogan M. Bengisu  
(Name)

4101 N. Ocean Blvd. #704  
(P.O. Box not acceptable)

Boca Raton, Florida 33431  
(City/State/Zip)

*Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.*

Dogan M. Bengisu  
(Signature)

7/5/96  
(Date)

FILED  
95 JUL -8 AM 9:02  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**P96000057677**  
**ROBERT L. SOLITARIO**  
**ATTORNEY AT LAW**

2 East Camino Real  
Suite 211C  
Boca Raton, Florida 33432

Tel: (407) 447-0500  
Fax: (407) 392-0007

**FILED**  
**96 AUG -1 PM 12:23**  
**SECRETARY OF STATE**  
**TALLAHASSEE, FLORIDA**

August 5, 1996

**3000001915793**  
**-08/08/96--01008--013**  
**\*\*\*\*\*35.00 \*\*\*\*\*35.00**

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

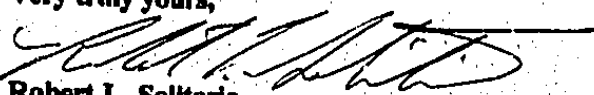
RE: Amendment to Ticket Solution, Inc.

Dear Madam/Sir:

Enclosed please find the completed Amendment Form to change the name of this corporation from Ticket Solution, Inc., to Tickets And More, Inc., as well as a check to cover the fee for \$35.00

Thank you for your cooperation with respect to this matter. If you have any questions please do not hesitate to contact me at the above address.

Very truly yours,

  
Robert L. Solitario

RLS/cl  
enclosure

*NC*  
*10/13*  
*8-13*

ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF

Ticket Solution, Inc.

(present name)

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its articles of incorporation:

**FIRST:** Amendment(s) adopted: (Indicate article number(s) being amended, added or deleted)

ARTICLE I: The name of this  
corporation will be Tickets And More, Inc.

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96 AUG - 7 PM 12:23  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**SECOND:** If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:



THIRD: The date of each amendment's adoption: August 5, 1991

FOURTH: Adoption of Amendment(s) (CHECK ONE)

- ☐ The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.
- ☐ The amendment(s) was/were approved by the shareholders through voting groups. The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):

"The number of votes cast for the amendment(s) was/were sufficient for approval by \_\_\_\_\_ voting group."

- ☐ The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.
- ☒ The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this 5th day of August, 19 91

Signature

Dogan M. Bengisu  
(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)

OR

(By a director if adopted by the directors)

OR

(By an incorporator if adopted by the incorporators)

Robert L. Solitario

Typed or printed name

Incorporator

Title

Dogan M. Bengisu

Typed or printed name

Incorporator

Title