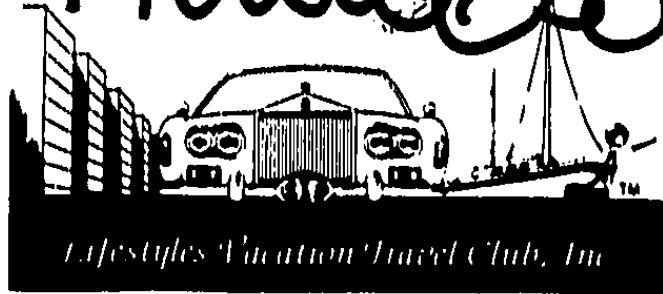


P96000X65872



FILED  
AUG -5 PM12:49  
TALLAHASSEE, FLORIDA

July 31, 1996

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

100001913911  
-08/06/96--01111--017  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

REF: International Organization of Independent Travel Agents, Inc.

Dear Sirs:

Enclosed please find the Articles of Incorporation along with a check for \$70.00, check number 1120 for the above named company in which we desire to form.

Please forward any correspondence to the below address to the attention of Ann Adams.  
Thank you in advance.

Very truly yours,

*Ann Adams*  
Ann Adams  
Executive Assistant

8/7/96  
JD

"WHEN YOU'RE THE BEST, YOU DO THINGS DIFFERENTLY"

195 Wekiva Springs Road · Suite 100 · Longwood, FL 32779  
407/682-5009

## ARTICLES OF INCORPORATION

OF

International Organization of Independent Travel Agents, Inc.

The undersigned, acting as Incorporator of a corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation for such corporation:

### ARTICLE I - NAME

The name of this corporation is International Organization of Independent Travel Agents, Inc.

### ARTICLE II - DURATION

This corporation shall exist in perpetuity commencing on the date of issuance of the approval of the corporation by the Secretary of State.

### ARTICLE III - PURPOSE

This organization is organized for the purpose to engage in any activities or business permitted under the laws of the United States and Florida.

### ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue one thousand (1,000) shares of ten cents (\$0.10) par value common stock which shall be designated "Common Shares."

### ARTICLE V - PREEMPTIVE RIGHTS

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

### ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial principal office of this corporation is 195 Wekiva Springs Road, Suite 100, Longwood, Florida 32779, and the name of the initial registered agent of this corporation is Sidney J. Yost, 195 Wekiva Springs Road, Suite 100, Longwood, Florida 32779, who by his signature at the end hereof, accepts such designation.

FILED  
JAN 15 1980  
CLERK OF COURT  
JAN 15 1980  
CLERK OF COURT

#### **ARTICLE VII - INITIAL BOARD OF DIRECTORS**

This corporation shall have one (1) directors initially. The number of directors may be either increased or decreased from time to time by an amendment of the By-Laws of this corporation, in the manner provided by law but shall never be fewer than one (1).

The name and address of the initial directors of this corporation are:

<b><u>NAME</u></b>	<b><u>ADDRESS</u></b>	<b><u>TITLE</u></b>
Sidney J. Yost	195 Wekiva Springs Road Suite 100 Longwood, Florida 32779	President

#### **ARTICLE VIII - INITIAL PLACE OF BUSINESS**

The initial place of business of this corporation shall be 195 Wekiva Springs Road, Suite 100, Longwood, Florida, with the privilege of having branch offices within or without the State of Florida.

#### **ARTICLE IX - INCORPORATOR**

The name and address of the Incorporator signing these Articles of Incorporation are: Sidney J. Yost, 195 Wekiva Springs Road, Suite 100, Longwood, Florida 32779.

#### **ARTICLE X - INDEMNIFICATION**

This corporation shall have the power to indemnify, to the maximum extent permitted by law, as amended from time to time, by express provision in its By-Laws, or by agreement, or by majority vote of either its shareholders or disinterested directors, present or former shareholders, directors and/or officers, agents, and/or employees of this corporation.

#### **ARTICLE XI - AMENDMENT OF ARTICLES**

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

**IN WITNESS WHEREOF**, the undersigned Incorporator has executed these Articles of Incorporation this 29th day of July, 1996.

  
\_\_\_\_\_  
Sidney J. Yost, Incorporator

STATE OF FLORIDA

COUNTY OF SEMINOLE

BEFORE ME, the undersigned authority, personally appeared Sidney J. Yost, to me known to be the person who executed the foregoing Articles of Incorporation, and acknowledged to and before me that he executed such instrument for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 29 day of \_\_\_\_\_, 1996.

NOTARY PUBLIC, STATE OF FLORIDA

My commission expires:

JOHN R. SNOW  
Notary Public - State of Florida  
My Commission Expires Jun 23, 2000  
Commission # CC 66647

Having been named Registered Agent for the above named corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Sidney J. Yost, Registered Agent

STATE OF FLORIDA

COUNTY OF SEMINOLE

BEFORE ME, the undersigned authority, this day personally appeared Sidney J. Yost, to me personally known, who after being first duly sworn deposes and says that he signed the foregoing Certificate of Acceptance of registered Agent freely, voluntarily and for the purposes therein expressed.

SWORN TO AND SUBSCRIBED before me this 29 day of July, 1996.

NOTARY PUBLIC, STATE OF FLORIDA

My commission expires:

JOHN R. SNOW  
Notary Public - State of Florida  
My Commission Expires Jun 23, 2000  
Commission # CC 66647



P96000065872

ACCOUNT NO. : 072100000032

REFERENCE : 236779 7114702

AUTHORIZATION :

COST LIMIT : \$ 35.00

Patricia P. Smith

ORDER DATE : January 25, 1997

ORDER TIME : 10:35 AM

ORDER NO. : 236779-005

800002081888---E

CUSTOMER NO: 7114702

CUSTOMER: Mr. Sidney J. Yost  
Mr. Sidney J. Yost  
931 Wekiva Springs Road

Longwood, FL 32779

DOMESTIC AMENDMENT FILING

NAME: INTERNATIONAL ORGANIZATION OF  
INDEPENDENT TRAVEL AGENTS INC

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT  
RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY  
XX PLAIN STAMPED COPY  
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Victoria L. Perez

EXAMINER'S INITIALS:

Amendment  
2-11-97  
DC

FILED

97 FEB -7 PM 3:53

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

RECEIVED

96 FEB -7 PM 11:16

DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE  
Sandra B. Morthum  
Secretary of State

February 7, 1997

CSC - VICTORIA PEREZ  
TALLAHASSEE, FL

SUBJECT: INTERNATIONAL ORGANIZATION OF INDEPENDENT TRAVEL  
AGENTS, INC.  
Ref. Number: P96000065872

**RESUBMIT**

Please give original  
submission date as file date.

We have received your document for INTERNATIONAL ORGANIZATION OF INDEPENDENT TRAVEL AGENTS, INC. and the authorization to debit your account in the amount of \$35.00. However, the document has not been filed and is being returned for the following:

~~The amendment must be signed by an incorporator if adopted by the incorporators or by a director if adopted by the directors.~~

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6906.

Darlene Connell  
Corporate Specialist

Letter Number: 097A00006765

RECEIVED  
96 FEB 10 AM 11:36  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION

FILED  
91 FEB -7 PM 3:53  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the provision of Chapter 607, Florida Statutes, the undersigned corporation adopts the following articles of amendment to its articles of incorporation.

FIRST: The name of the corporation is:

INTERNATIONAL ORGANIZATION OF INDEPENDENT TRAVEL AGENTS, INC.

SECOND: The following amendments to the articles of incorporation were adopted by the corporation:

ARTICLE VI. REGISTERED OFFICE AND AGENT

The street address of the principal office of this corporation is 195 Wekiva Springs Road, Suite 100, Longwood, Florida 32779, and the name of the registered agent of this corporation is Edward W. Swinford, 931 Wekiva Springs Road, Longwood, Florida 32779, who by his signature at the end hereof accepts such designation.

ARTICLE VII. BOARD OF DIRECTORS

This corporation shall have one director. The number of directors may be either increased or decreased from time to time by an amendment of the By-Laws of this corporation, in the manner provided by law but shall never be fewer than one(1).

Edward W. Swinford  
Dir.  
vlp

931 Wekiva Springs Road  
Longwood, Florida 32779

01/30/97

13132

CSC/PHL&amp;FB 904 222 0393

004

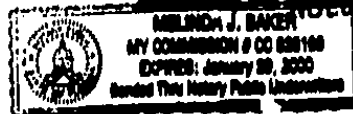
THIRD: The amendments were adopted by the Board of Directors on the 3rd day of Feb, 1997.  
Shareholders action not required.  
Dated:

FLDL#

SS16-239-67-1000  
3/2001By Ed Smith, President  
President or Vice President  
DirectorBy \_\_\_\_\_  
Secretary or Asst. SecretarySTATE OF Florida  
COUNTY OF Seminole

Before me, the undersigned authority, personally appeared \_\_\_\_\_, to me well known to be the person(s) who executed the foregoing articles of amendment to the articles of incorporation and acknowledged before me, according to law, that he/she made and subscribed the same for the purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 3rd day of Feb, 1997.



vlp



## CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 or 617.0501, FLORIDA  
STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS  
OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGN-  
NATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF  
FLORIDA.

1. The name of the corporation is: International Organization of Independent

Travel Agents, Inc.

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

Edward W. Swinford

(Name)

931 Wekiva Springs Road

(P.O. Box not acceptable)

Longwood, Florida 32779

(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 perfor-  
mance of my duties, and I am familiar with and accept the obligations of my position  
as registered agent.*

*Edward W. Swinford* President  
(Signature)

Edward W. Swinford

DIVISION OF CORPORATIONS, P.O. BOX 6327, TALLAHASSEE, FL