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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
NAME: TRAVEL CLUB INTERNATIONAL, INC.

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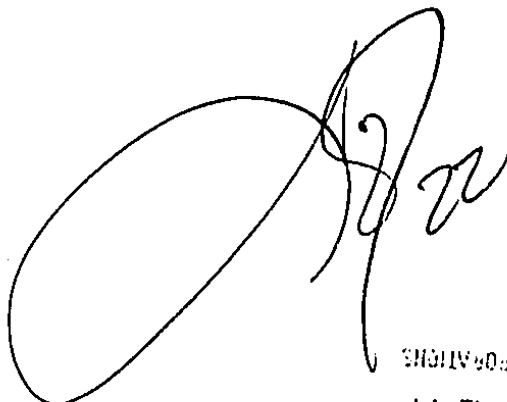
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ARTICLES OF INCORPORATION

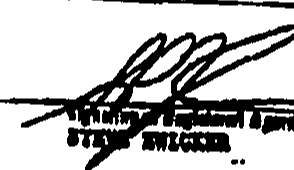
of TRAVEL CLUB INTERNATIONAL, INC.a CORPORATION FOR PROFIT formed under the Florida General Corporation Act.Article 1: Name of the Corporation: TRAVEL CLUB INTERNATIONAL, INC.Address of the Corporation: 539 CANBY CIRCLE
OCOE, FLORIDA 34761

Article 2: DURATION: Term of existence of the corporation is perpetual.

Article 3: PURPOSE: The Corporation may transact any and all lawful business for which corporations may be incorporated under the Laws of the UNITED STATES and the STATE OF FLORIDA.

Article 4: CAPITAL STOCK: The number of shares which the corporation has authorized to be outstanding at any one time is 100
PAR VALUE \$1.00 (Information about PAR VALUE is not required but may be included).Article 5: REGISTERED OFFICE: The street address of the initial registered office of the corporation shall be:
539 CANBY CIRCLE, OCOE, FLORIDA 34761and the name of the initial registered agent at such address is STEVE ZWICKER

I am familiar with and hereby accept the duties and responsibilities as registered agent for said corporation.


STEVE ZWICKER

8/21/96

Date

Article 6: The board of directors are as follows:

The name and address of the Initial Director: (All persons listed after the first are additional directors)

1. STEVE ZWICKERROB GAUTIERBAUX539 CANBY CIRCLE27337 PROVIDENT ROADOCOE, FLORIDA 34761AGOURA, CALIFORNIA 91301

Article 7: The Name and address of the incorporator is:

STEVE ZWICKER539 CANBY CIRCLEOCOE, FLORIDA 34761

In witness whereof I have subscribed my name


STEVE ZWICKERH96-11734
ACE INDUSTRIES, INC.
54 NW 11th Street
Miami, FL 33136
308-358-2571