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August 20, 1996

VIA FEDERAL EXPRESS

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

EFFECTIVE DATE

8-16-96

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-08/21/96--01004--003
***122.50 ***122.50

Re: First Class Tickets & Tours, Inc.
Our File No. 96-1268

REPLY TO:

Miami

Dear Sir or Madam:

Enclosed is an original and one copy of Articles of Incorporation of First Class Tickets & Tours, Inc., a Florida corporation. The corporate name was reserved on August 15, 1996 under reservation number R96000003900 pursuant to the enclosed letter. Also enclosed is a check in the amount of \$122.50 made payable to the Department of State for payment of the filing and certified copy fee.

Please file the Articles as per the regular procedures and return the copy, certified, in the self-addressed stamped envelope provided herewith for your convenience.

Your cooperation in this matter is greatly appreciated.

Sincerely,

HOLTZMAN, KRINZMAN,
EQUELS & FURIA, P.A.

Judy Wikel Baxter

Judy Wikel Baxter
Legal Assistant

/jwb
Enclosures

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 AUG 21 PM 2:44

D. BROWN AUG 23 1996



AUG 19 1996

FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

August 15, 1996

CSC NETWORKS

The name FIRST CLASS TICKETS AND TOURS, INC. has been reserved for 120 days beginning August 15, 1996. The reservation number is R96000003900 and this reservation is **NONRENEWABLE**.

A reservation is not a grant of authority to use the name. It is only a withholding of a name from its availability for use by another. When the proposed document is submitted, the name will **AGAIN** be checked against the records of the Division and if still no conflict exists and all other requirements are fulfilled, the reserved name shall be filed as the entity name.

The Division of Corporations is a ministerial filing office and may not render any legal advice. The Division does not adjudicate the legality of any corporate name or arbitrate disputes between entities. You may wish to review other laws such as common law rights, including rights to a trade name; United States Code, Federal Trademark Act, Section 1051 (Lanham Act); Chapter 495, Florida Statutes, Registration of Trademarks and Service Marks (Florida Trademark Act); and Section 865.09, Florida Statutes (Fictitious Name Act).

If someone else submits the document for filing, it must have a copy of this letter attached.

Should you have any questions regarding this matter, please telephone (904) 488-9000, the Name Availability Section

Judy Euro

Letter number: 996A00038931

EFFECTIVE DATE
8-16-96

ARTICLES OF INCORPORATION
OF
FIRST CLASS TICKETS & TOURS, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 AUG 21 PM 2:44

The undersigned, acting as incorporator of First Class Tickets & Tours, Inc., under the Florida Business Corporation Act, adopts the following Articles of Incorporation.

ARTICLE I. NAME

The name of the corporation is:

FIRST CLASS TICKETS & TOURS, INC.

ARTICLE II. ADDRESS

The mailing address of the corporation is:

20165 N.E. 16th Place
Miami, Florida 33179

ARTICLE III. COMMENCEMENT OF EXISTENCE

The existence of the corporation will commence on August 16, 1996.

ARTICLE IV. PURPOSE

This corporation is organized to engage in any activity or business permitted under the laws of the United States and Florida.

ARTICLE V. AUTHORIZED SHARES

The maximum number of shares that the corporation is authorized to have outstanding at any time is 1,000 shares of common stock having \$.01 par value per share.

ARTICLE VI. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 20165 N.E. 16th Place, Miami, Florida 33179, and the name of the corporation's initial registered agent at that address is Richard Scheffer.

ARTICLE VII. INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) directors initially. The number of directors may be increased or decreased from time to time, as provided by the bylaws, but shall never be less than one. The names and street addresses of the initial directors are:

<u>Name</u>	<u>Address</u>
Richard Scheffer	20165 N.E. 16th Place Miami, Florida 33179
Howard Berg	1522 Ponce de Leon Boulevard Coral Gables, Florida 33134

ARTICLE VIII. INCORPORATOR

The name and address of the incorporator is:

<u>Name</u>	<u>Address</u>
Richard Scheffer	20165 N.E. 16th Place Miami, Florida 33179

The incorporator of the corporation assigns to this corporation his rights under Section 607.0201, Florida Statutes, to constitute a corporation, and he assigns to those persons designated by the board of directors any rights he may have as incorporator to acquire any of the capital stock of this corporation, this assignment becoming effective on the date corporate existence begins.

ARTICLE IX. INDEMNIFICATION.

Every person who now is or hereafter shall be a Director or Officer of the corporation shall be indemnified by the corporation against all costs and expenses (including counsel fees)

hereafter reasonably incurred by or imposed upon him in connection with, or resulting from, any action, suit or proceedings of whatever nature, to which he is or shall be made a party by reason of his being or having been a Director or Officer of the corporation (whether or not he is a Director or Officer of the corporation at the time he is made a party to such action, suit or proceeding, or at the time such cost or expense is incurred by or imposed upon him) except in relation to matters as to which he shall be finally adjudged in such action, suit or proceeding to have been derelict in the performance of his duties as such Director or Officer. The right of indemnification herein provided shall not be exclusive of other rights to which any such person may now or hereafter be entitled as a matter of law.


ARTICLE X. BYLAWS

The power to adopt, alter, amend, or repeal bylaws shall be vested in the board of directors and the shareholders, except that the board of directors may not amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that the bylaw is not subject to amendment or repeal by the directors.

ARTICLE XI. AMENDMENTS

The corporation reserves the right to amend, alter, change, or repeal any provision contained in these Articles of Incorporation in the manner prescribed by law, and all rights herein conferred on shareholders are subject to this reservation.

The undersigned incorporator, for the purpose of forming a corporation under the laws of the State of Florida, has executed these Articles of Incorporation this 16th day of August, 1996.



Richard Scheffer, Incorporator

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR
THE SERVICE OF PROCESS WITHIN THE STATE OF FLORIDA
AND NAMING THE AGENT UPON WHOM PROCESS MAY BE SERVED**

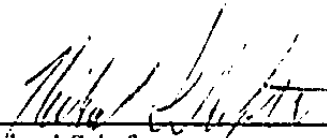
FILED STATE
SECRETARY'S OFFICE
DIVISION OF CORPORATIONS
96 AUG 21 PM 2:46

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted:

That First Class Tickets & Tours, Inc. desiring to organize under the laws of the State of Florida with its initial registered office as indicated in the Articles of Incorporation, at Dade County, State of Florida, has named Richard Scheffer as its agent to accept service of process within this state.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the corporation named above, at the place designated in this certificate, the undersigned agrees to act in that capacity, to comply with the provisions of the Florida Business Corporation Act, and am familiar with, and accept, the obligations of that position.



Richard Scheffer