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September 12, 1996

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

800001952028  
-09/19/96--01088--009  
\*\*\*\*122.50 \*\*\*\*122.50

SUBJECT: Travelink, Inc.

Enclosed is the original and (1) copy of the articles of Incorporation and a check for \$122.50.

Please send to:

Pamela J. Hibbs  
Travelink, Inc.  
136-23<sup>rd</sup> Avenue North  
St. Petersburg, FL 33704

F. CHESLER

SEP 20 1996

**ARTICLES OF INCORPORATION  
OF**

**Travelink, Inc.**

The undersigned subscriber, Pamela J. Hibbs being a natural person competent to contract, and for the purpose of forming a corporation under the laws of the State of Florida, hereby adopts the following Articles of Incorporation for such a corporation:

**ARTICLE ONE**

The name of the corporation shall be:

**Travelink, Inc.**

**ARTICLE TWO**

This corporation shall have perpetual existence unless sooner dissolved according to law, and shall commence corporate existence upon the filing of these Articles by the Department of State.

**ARTICLE THREE**

This corporation is organized for the primary purpose of transacting, conducting, carrying on, operating and engaging in the business of sales and marketing and dealing in real and personal property of every kind and nature, and all things subsidiary, ancillary, and necessary, or convenient for

carrying out or to effect the purpose or objects of the corporation, and in respect thereunto, and to transact and engage in any business or activity permitted under the laws of the State of Florida, and of the United States, including but not limited to the following:

- a. To purchase or otherwise acquire letters, patents, copyrights, trademarks, concessions, licenses, inventions, rights, franchises and privileges, subject to royalty or otherwise and whether exclusive, non-exclusive or limited or any part interest in any of the above-enumerated rights whether in the United States or in any other part of the world; to sell, let or grant any of said rights, belonging to the corporation, or which it may acquire or any interest in the same; and to register any patent or patents, for any invention or inventions, or any copyright or trademarks, or obtain exclusive or other privileges in respect to the same, and to apply for, exercise, use or otherwise deal with or turn to account any patent rights, copyrights, or trademarks, any concessions, monopolies, franchises or other rights or privileges either in the United States or in any other part of the world.
- b. To manufacture, fabricate, process, deal in, store, install, handle, transport, export, import or otherwise handle any and all goods, materials, appurtenances and processes useful in, necessary for, or convenient in the conducting of the business of the corporation.

c. To buy, sell, exchange and generally deal in real properties, improved and unimproved, and buildings of every class and description; to improve, manage, operate, sell, buy, mortgage, lease or otherwise acquire or dispose of any property, real or personal and take mortgages and assignment of mortgages upon the same; to make and obtain loans upon real estate, improved or unimproved, and upon personal property, giving or taking evidences of indebtedness and securing the payment thereof by mortgage, trust deed, pledge or otherwise, to enter into contracts to buy or sell any property, real or personal; to buy and sell mortgages, trust deeds, and contracts and evidences of indebtedness; to purchase or otherwise acquire, for the purpose of holding or disposing of the same, real or personal property of every kind and description, including the goodwill, stock rights, and property of any person, firm, association or corporation, paying for the same in cash, stock or bonds of this corporation; to draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, warrants, bonds, debentures, and other negotiable or transferable instruments or obligations of the corporation, from time to time for any of the obligations without restriction of limit as to amount; to purchase, acquire, hold own, mortgage, sell, convey or otherwise dispose of real and

personal property of every class and description in any state, district, territory, colony or foreign country; and to act as agent or broker for any other person, firm or corporation in doing any and all acts described herein.

- d. To purchase equities, mortgages, installment sales contracts, notes drafts, acceptance and commercial paper of every kind and description, including accounts receivable, or other persons, firms or corporation; to hold, collect and otherwise use the same for the benefit of the corporation; and to sell or otherwise dispose of the same.
- e. To operate, conduct and carry on other businesses which may be purchased or otherwise acquired by the corporation, or to lease or rent the same to any person, or corporation, during such period of time as the corporation may own such business or businesses, in order to prevent depreciation in the value of such business or businesses prior to sale or other disposition of the same by the corporation.
- f. To purchase, subscribe for, hold, pledge, transfer, sell or otherwise dispose of or deal in, shares of capital stock of corporation, including this corporation, bonds, debentures, notes, or other securities or evidences of indebtedness of any private or public corporation, to do any other act or thing permitted by law

for the preservation, protection, improvements, or enhancement of the value of such shares of stock, bonds, debentures, notes or other securities or evidence of indebtedness, including the right to vote thereon, and respecting any of the enumerated times to exercise any and all rights and privileges of ownership thereof.

- g. To transact the business of investing on behalf of itself or others, any part of its capital and such additional funds as it may obtain, or any interest therein in any and all ventures, so far as the same are permissible by law, and selling or otherwise disposing of such investments, or any part thereof, or interest therein.
- h. To engage in the sales and marketing, on behalf of itself or others, including but not limited to the business of sales and marketing of real and personal property of every kind and nature and to do any and all business which may be delegated to agents or brokers by principals and to conduct and operate general agency and brokerage business of every kind and description.
- i. To do all things which are lawful under the Laws of the State of Florida, which are necessary, suitable, convenient or proper for the accomplishment of any of the purposes, or attainment of any or all of the objects of the corporation or incidental to the powers herein named which shall at any time appear conducive or expedient for the protection or benefit of the corporation either as holder of or

interested in any property or otherwise, with all the powers now or hereafter conferred by the Laws of the State of Florida upon corporation."

- j. For the accomplishment of any object on or about its affairs, to incur debts without limit, and to raise, borrow and secure the payment of money in any lawful manner.
- k. The powers specified herein shall be constructed both as purposes and powers and shall in no wise limited or restricted by reference to or inference from, the terms, of any other clause in this or any other article, but the purposes and powers specified in each of the clauses herein shall be regarded as independent purposes and powers, and the enumeration of specific purposes and powers shall not be construed to limit or restrict in any manner the meaning of general terms or of the general powers of the corporation; nor shall the expression of one thing be deemed to exclude another; although it be of like nature not expressed.

#### **ARTICLE FOUR**

This corporation is authorized to issue One Million Shares 1 Mill (.001) par value common stock which shall be designated "Common Stock".

#### **ARTICLE FIVE**

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 thereof (as nearly as may be done without the issuance of fractional shares) at the price at which it is offered to others.

#### **ARTICLE SIX**

The street address of the initial registered office of this corporation is 136-23<sup>rd</sup> Avenue North, St. Petersburg, FL 33704, and the name of the initial registered agent of this corporation is Pamela J. Hibbs, whose post office address and mailing address is 136-23<sup>rd</sup> Avenue North, St. Petersburg, FL 33704.

#### **ARTICLE SEVEN**

This corporation shall have one (1) director initially. The number of directors may be increased or diminished from time to time by the by-laws of this corporation, but shall never be less than one. The name and address of the initial director of this corporation is:

Name: Pamela J. Hibbs

Address: 136-23<sup>rd</sup> Avenue North, St. Petersburg, FL 33704



#### **ARTICLE EIGHT**

The names and street addresses of the officers of this corporation who, subject to the provisions of the certificate of incorporation, shall hold office for the first year of the corporation's existence, or until successors are elected and have qualified are:

Name: Pamela J. Hibbs Pres/Sec/Treas

Address: 138-23<sup>rd</sup> Avenue North, St. Petersburg, FL 33704.

#### **ARTICLE NINE**

Members of the Board of Directors may participate in meetings of the Board of Directors by means of conference telephone as provided by law.

#### **ARTICLE TEN**

The directors of this corporation may take action by written consent as provided by law.

#### **ARTICLE ELEVEN**

This corporation shall indemnify any officer or director or any former officer or director to the fullest extent permitted by law.

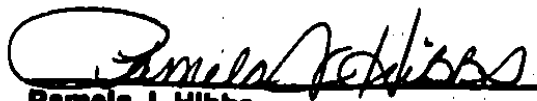
#### **ARTICLE TWELVE**

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.

### **ARTICLE THIRTEEN**

The name of the person signing these Articles of Incorporation as Incorporate is Pamela J. Hibbs.

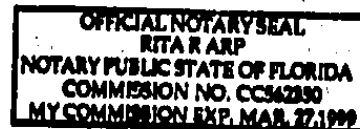
IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation in duplicate on the 12<sup>th</sup> day of September, 1996.

  
Pamela J. Hibbs

**STATE OF FLORIDA  
COUNTY OF PINELLAS**

**BEFORE ME, personally appeared Pamela J. Hibbs, known and well known to me to be the person described in and who executed the foregoing Articles of Incorporation, and she acknowledged before me that she executed the same for the uses and purposes therein expressed.**

  
\_\_\_\_\_  
**Notary Public, State of Florida  
My Commission Expires:**




**STATEMENT OF REGISTERED AGENT ACCEPTING APPOINTMENT OF  
REGISTERED AGENT AND DESIGNATION OF REGISTERED OFFICE.**

In pursuance of Section 48.091 and 617.023 Fl. Stats. 1981, the  
following is submitted in compliance with said Act:

First, TraveLink, Inc., desiring to organize under the laws of the  
State of Florida, with its registered office as indicated in the Articles  
of Incorporation at the City of St. Petersburg, County of Pinellas,  
State of Florida, has named Pamela J. Hibbs, whose address is  
136-23<sup>rd</sup> Avenue North, St. Petersburg, County of Pinellas, State of  
Florida, as its Registered Agent.

**ACKNOWLEDGEMENT;**

Having been named as registered agent and to accept service of  
process for the above-started corporation at the place designated in  
this Certificate, I hereby accept the appointment to act as registered  
agent and agree to comply with the provisions of the above  
referenced act.

BY   
Pamela J. Hibbs (Registered Agent)

**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, 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:

TRAVELINK, INC

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

Pamela J. Hibbs  
(NAME)

136-23RD Ave No.  
(P.O. Box or Mail Drop Box NOT ACCEPTABLE)

St. Pete, FL 33704  
(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.

Pamela J. Hibbs  
(SIGNATURE)

9-16-96  
(DATE)