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Ephraim Collins
Attorney at Law

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Palm Lake Plaza
7544 West Atlantic Blvd.
Margate, Florida 33063
Telephone: (305) 972-4700

Secretary of State
Department of Corporations
The Capitol
Tallahassee, Florida 32304

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****122.50 ****122.50

RE:

Gentlemen:

Pursuant to Florida Statute, Chapter 607 of the Florida General Corporation Act, please find enclosed original and one copy of the Articles of Incorporation of:

GROUPS INTERNATIONAL, INC.

Our check in the amount of \$122.50 representing payment of the following requisite fees:

Filing Fee	\$ 35.00
Certified Copy	52.50
Registered Agent	35.00
	\$ 122.50

Very truly yours,


EPHRAIM COLLINS

EC:jr

enclosures

PT
5/27/96

ARTICLES OF INCORPORATION
OF
GROUPS INTERNATIONAL, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, hereby forms a corporation under the Laws of the State of Florida.

NAME

The name of the corporation shall be GROUPS INTERNATIONAL, INC.

PURPOSE

The corporation may engage in the following activities:

The sale of tour and travel programs, airline tickets, cruises, bus tours, and any related travels services and products, both at wholesale and retail,
or any other activity or business permitted under the laws of the State of Florida.

SHARES

The maximum number of share of Common Stock outstanding at any one time shall be 100 shares, all of one class, with no par value.

INITIAL CAPITALIZATION

The corporation will begin business with the sum of \$500.00 Dollars capital, all of which sums have been paid in full by the subscriber(s) hereto.

EXISTENCE

The corporation shall have perpetual existence.

PRINCIPAL PLACE OF BUSINESS

The principal place of business of the corporation shall be at 1515 North Federal Highway, Suite 300, Boca Raton, FL 33432, with the privilege of having branch offices at any other place.

RESIDENT AGENT

The Resident Agent for service shall be CYNTHIA COLLINS

DIRECTORS

The number of directors of this corporation shall be not less than one (1) nor more than seven (7). The name(s) and post office address(es) of the persons who shall constitute the first Board of Directors is/are as follows:

CYNTHIA COLLINS, 1515 North Federal Highway, Suite 300, Boca Raton, FL 33432,

SUBSCRIBER(S)

The names, post office address and number of shares subscribed to of each subscriber of this Certificate of Incorporation is/are as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>NO. OF SHARES</u>
CYNTHIA COLLINS	1515 North Federal Highway, Suite 300. Boca Raton, FL 33432,	100

GENERAL

No contract or other transaction between this corporation and any other corporation shall be affected or invalidated by the fact that any one or more of the Directors of this corporation is,

or are, interested in, or are directors or officers of such other corporation.

IN WITNESS WHEREOF, I/we have hereunto set my/our hand(s) this 22 day of
SEPTEMBER
~~August~~, 1996.


CYNTHIA COLLINS

STATE OF FLORIDA)

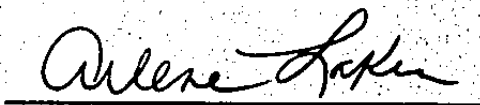
COUNTY OF BROWARD)

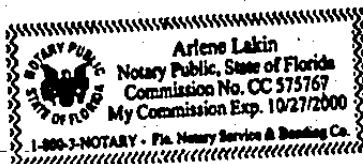
Before me the undersigned authority, appeared CYNTHIA COLLINS, who, after being
duly sworn, upon her oath did state that she executed the forgoing instrument for the purposes set
forth therein.


CYNTHIA COLLINS

Sworn to and subscribed before me this 22 day of SEPTEMBER, 1996.

Identification: PERSONAL
KNOWLEDGE


ARLENE LAKIN
NOTARY PUBLIC



**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING THE RESIDENT AGENT**

UPON WHOM PROCESS MAY BE SERVED

Pursuant to the Statutes of the State of Florida, the following is submitted:

FIRST -That **GROUPS INTERNATIONAL, INC.**, desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation at 1515 North Federal Highway, Suite 300, Boca Raton, FL 33432, has named **CYNTHIA COLLINS**, located at the said address, as its agent to accept service of process within the State of Florida.

ACKNOWLEDGMENT

I, **CYNTHIA COLLINS**, having been named to accept service of process for the above corporation, at the place designated in this certificate, hereby accept and agree to act in that capacity, and agree to comply with the provisions of the law relative to keeping open said office.


CYNTHIA COLLINS

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TALLAHASSEE, FLORIDA