

P96000098933

November 20, 1996

Secretary of State  
Corporation Division  
P.O. Box 6327  
Tallahassee, FL 32703

Re: Jet Vacations Holding Corporation

200002019832--9  
-12/04/96--01102--007  
\*\*\*\*125.00 \*\*\*\*125.00

Dear Sirs:

I am enclosing an original and a copy of the Articles of Incorporation for the above-named corporation. A check in the amount of \$122.50 for the related fees is enclosed.

Please file the original of the enclosed Articles of Incorporation and return a certified copy to the undersigned.

Very truly yours,



Ramy El-Batrawi  
501 W. Horatio St., Suite 220  
Tampa, FL 33606

Enclosures

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DIVISION OF CORPORATIONS  
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ARTICLES OF INCORPORATION  
OF  
Jet Vacations Holding Corporation

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DIVISION OF CORPORATIONS  
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I the undersigned incorporator, hereby make, subscribe, acknowledge and file with the Secretary of State of the State of Florida these Articles of Incorporation for the purpose of forming a corporation for profit in accordance with the laws of Florida.

ARTICLE I

Name

The name of this corporation shall be:

Jet Vacations Holding Corporation

ARTICLE II

Existence of Corporation

This corporation shall have perpetual existence. The corporation's initial principal office and mailing address shall be 501 W. Horatio St., Suite 270, Tampa, FL 33606.

ARTICLE III

Purposes

The corporation may engage in the transaction of any or all lawful business for which corporations may be incorporated under the laws of the State of Florida. The original, but not exclusive, purposes will be the ownership of stock in a marketer of travel.

ARTICLE IV

General Powers

The Corporation shall have power:

(a) To broker real estate, business opportunities, mortgages, to purchase, take, receive, lease, or otherwise acquire, option, own, hold, improve, use, and otherwise deal in and with real or personal property or any interest therein, wherever situated, if so licensed.

(b) To sell, convey, mortgage, pledge, create a security interest in, lease exchange, transfer, and otherwise dispose of all or part of its property assets.

(c) To be a promoter, incorporator, partner, member, associate, franchisor, or manager of any corporation, partnership, joint venture, trust, or other enterprise.

(d) To have and exercise all powers necessary or convenient to effect its purposes permitted under the laws of the State of Florida.

ARTICLE V

Capital Stock

The total number of shares of capital stock authorized to be issued by the corporation shall be 1,000 shares having \$1.00 par value. Each of the said shares of stock shall entitle the holder thereof to one (1) vote at any meeting of the stockholders. All or any part of said capital stock may be paid for in cash, in property or in labor or services at a fair valuation to be fixed by the Board of Directors at a meeting called for such purpose. All stock when issued shall be paid for and shall be nonassessable.

ARTICLE VI

Preemptive Rights

The stockholders of the corporation shall have the preemptive right to subscribe for and purchase their proportionate shares of any additional stock issued by the corporation, from and after the issuance of the shares originally subscribed for by the stockholders of this corporation, whether such additional shares be issued for cash, property, services or any other consideration, and whether or not such shares be presently authorized by subsequent amendment to these Articles of Incorporation.

ARTICLE VII

Registered Office and Registered Agent

The street address of the corporation's principal office is 501 W. Horatio St., Suite 270, Tampa, FL 33606. The initial registered office is 501 W. Horatio Street, Suite 270, Tampa, FL 33606 and the name of the corporation's initial registered agent at such address is Douglas E. Jacobson. The corporation may change its registered office or its registered agent or both by filing with the Department of State of the State of Florida a statement complying with 607.037 of the Florida Statutes.

ARTICLE VIII

Director(s)

The initial Board of Directors shall consist of one (1) member who need not be a resident of the State of Florida or shareholder of the corporation. At no time shall the corporation have more than seven (7) Directors. The number of Directors may be increased or diminished from time to time by the By-laws. However, there shall never be less than one (1).

The name and address of the persons who shall serve as the Directors until the first annual meeting of the shareholders, or until their successors shall have been elected and qualified, are as follows:

<u>Name</u>	<u>Address</u>
Ramy El-Batrawi	501 W. Horatio St., Suite 220 Tampa, FL 33606

#### ARTICLE IX

##### Incorporator

The name and street address of the incorporator of this corporation is as follows:

<u>Name</u>	<u>Address</u>
Ramy El-Batrawi	501 W. Horatio St., Suite 220 Tampa, FL 33606

#### ARTICLE X

##### Amendment to Articles of Incorporation

The corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon the stockholders herein are subject to this reservation.

IN WITNESS WHEREOF, I, the undersigned, have executed these Articles as Incorporator for the uses and purposes therein stated.



Ramy El-Batrawi

STATE OF CALIFORNIA

BEFORE ME, the undersigned authority, an officer duly qualified to take acknowledgments, personally appeared Ramy El-Batrawi, to me known to be the person described in and who signed the foregoing Articles of Incorporation, and acknowledged to me that they executed the same freely and voluntarily for the uses and purposes therein expressed.

WITNESS my hand and official seal in the County and State last aforesaid this 26<sup>th</sup> day of November, 1996.

  
*Marsha Orth*

My Commission Expires:

October 22, 1999



CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICE OF PROCESS WITHIN FLORIDA

In compliance with 48.091, Florida Statutes, the following is  
submitted.

Jet Vacations Holding Corporation, desiring to organize or  
qualify under the laws of the State of Florida, County of  
Hillsborough, City of Tampa, has named Douglas E. Jacobson, located  
at 501 W. Horatio Street, Suite 200, Tampa, FL 33606-2265, as its  
agent to accept service of process within Florida.

Having been named to accept service of process for the above  
stated 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.

*Douglas E. Jacobson*

Date: November 20, 1996

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