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SECRETARY LATE TALLAHASSEE, FLORIDA

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ACCOUNT NO. : 07210000032

REFERENCE: 183298 101049A

AUTHORIZATION Patric COST LIMIT : \$ 175.00

ORDER DATE: December 10, 1996

ORDER TIME : 10:30 AM

ORDER NO. : 183298-005

CUSTOMER NO: 101049A

CUSTOMER: Ben I. Farbstein, Esq

BEN I. FARBSTEIN, ESQ

Suite 101

3109 Stirling Road

Fort Lauderdale, FL 33312-6558

DOMESTIC FILING

NAME:

ACTION WORLD TRAVEL, INC.

EFFECTIVE DATE:

XX ARTICLE OF INCORPORATION ____ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX ____ 2 CERTIFIED COPIES ____ PLAIN STAMPED COPY

____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Daniel W Leggett

EXAMINER'S INITIALS:

ARTICLES OF INCORPORATION

FILED 96 DEC 12 PH 2-41 SECRE

OF

ACTION WORLD TRAVEL, INC.

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

ACTION WORLD TRAVEL, INC.

The address of the principal office of this corporation shall be 100 Northwest 1st Avenue, Hallandale, Florida 33009, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 500 shares of common stock having \$1.00 par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 3109 Stirling Road, Suite 101, Fort Lauderdale, Florida 33312-6558, and the name of the initial registered agent of the corporation at that address is Ben I. Farbstein, Esq.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICIL VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have two Directors, initially. The names and addresses of the initial members of the Board of Directors are:

Karen Yarnold Dir.

100 Northwest 1st Avenue Hallandale, Florida 33009

Angelo Avino Dir.

Sam€

ARTICLE VII. OFFICERS

The name and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

Karen Yarnold

Pres.

100 Northwest 1st Avenue Hallandale, Florida 33009

Operations Manager

Manager

Angelo Avino

Same

V.Pres.

James L. Greulich, Jr.

Same

Treas.

Barbara Tarr

Same

Sec.

ARTICLE VIII. PREEMPTIVE RIGHTS

The corporation elects to have preemptive rights.

ARTICLE IX. SPECIAL PROVISION

It is the intent of the Incorporator that the corporation will qualify under section 1244 of the Internal Revenue Code and shall take all actions necessary to obtain and maintain its status as an S corporation.

ARTICLE X. INCORPORATOR

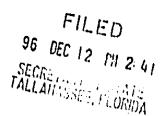
The name and street address of the incorporator to these Articles of Incorporation:

Corporation Service Company 1201 Hays Street Tallahassee, Florida 32301 IN WITNESS WHEREOF, the undersigned agent of Corporation Service Company, has hereunto set their hand and seal of Corporation Service Company on December 11, 1996.

CORPORATION SERVICE COMPANY

By: CC///W

DWL



ACCEPTANCE OF REGISTERED AGENT DESIGNATED IN THE ARTICLES OF INCORPORATION

BEN I. FARBSTEIN, an individual residing in this state, having a business office identical with the registered office of the corporation named below, and having been designated as the Registered Agent in the above and foregoing Articles of Incorporation of:

ACTION WORLD TRAVEL, INC., familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

I. FARBS/TEIN,