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AUTHORIZATION

Patricia Pyjunt
COST LIMIT : \$ 175.00

96 DEC 12 PM 2:41

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

400002027264--3

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: _____

RECEIVED
96 DEC 12 AM 11:24
DIVISION OF CORPORATION

762121

ARTICLES OF INCORPORATION
OF
ACTION WORLD TRAVEL, INC.

FILED
96 DEC 12 PM 2:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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.

ARTICLE 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.

Same

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. Operations Manager Manager	100 Northwest 1st Avenue Hallandale, Florida 33009
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Angelo Avino V.Pres.	Same
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James L. Greulich, Jr. Treas.	Same
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Barbara Tarr Sec.	Same
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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: *Gail Shelby*
Its Agent, Gail Shelby

DWL

FILED
96 DEC 12 PM 2:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCEPTANCE OF REGISTERED AGENT
DESIGNATED IN THE ARTICLES OF INCORPORATION

BEN I. FARBSTAIN, 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., is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

By: _____

BEN I. FARBSTAIN, ESQ.