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ACCOUNT NO. : 072100000032

REFERENCE : 261739 7123901

AUTHORIZATION : Patricia Piquito

COST LIMIT : \$ 70.00

ORDER DATE : February 14, 1997

ORDER TIME : 10:07 AM

ORDER NO. : 261739-005

CUSTOMER NO: 7123901

300002089323--3

CUSTOMER: Mr. Robert .. Lane  
ALLIED TRAVEL GROUP  
C/O ROBERT LANE  
1001 North U.s. Highway 1  
Suite 510  
Jupiter, FL 33477

DOMESTIC FILING

NAME: TRAVELCOM TRAVEL GROUP, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Debbie Skipper

EXAMINER'S INITIALS:

FILED  
97 FEB 17 PM 2:13  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

RECEIVED  
97 FEB 17 AM 11:38  
DIVISION OF CORPORATION

KE  
2.17.97

ARTICLES OF INCORPORATION  
OF  
TRAVELCOM TRAVEL GROUP, INC.

FILED  
97 FEB 17 PM 2:13  
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:

TRAVELCOM TRAVEL GROUP, INC.

The address of the principal office of this corporation shall be 1001 North U.S. Highway 1, Suite 510, Jupiter, Florida 33477, 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 1,000 shares of common stock having no par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 1201 Hays Street, Tallahassee, Florida 32301, and the name of the initial registered agent of the corporation at that address is Corporation Service Company.

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 one Director, initially. The name and address of the initial member of the Board of Directors are:

Robert Lane	1001 North U.S. Highway 1
	Suite 510
	Jupiter, Florida 33477

ARTICLE VII. INCORPORATOR

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

Corporate Agents, Inc.  
1201 Hays Street  
Tallahassee, Florida 32301

The undersigned incorporator has executed these Articles of Incorporation on February 17, 1997.

Deborah D. Skipper  
Incorporator  
It's Agent, Deborah D. Skipper

ACCEPTANCE OF REGISTERED AGENT DESIGNATED  
IN ARTICLES OF INCORPORATION

Corporation Service Company, a Delaware corporation authorized to transact business in this State, having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

By: Deborah D. Skipper  
It's Agent, Deborah D. Skipper  
Authorized Service Representative  
Corporation Service Company

TAP/DEBBIE SKIPPER

FILED  
97 FEB 17 PM 2:13  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA