

Travel Financial Services

2909 Bay to Bay Boulevard, Suite 107
Tampa, Florida 33629
(813) 839-1677

Hon. Sandra Morham
Department of State
Division of Corporations
409 East Gaines St.
Tallahassee, FL 32399-0250

February 6, 1998

Attention: Bureau of Corporate Records

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-02/13/97--01041--014
****122.50 ****122.50

Gentlemen:

Enclosed herewith find original Articles of Incorporation for referenced corporation, original Certificate Designating Resident Agent, and check in the sum of \$122.50 to cover the registration and other filing expenses.

Also enclosed is fully executed copy of said Articles of Incorporation. Please certify said copy and forward it to this office for the files of the corporation.

Thank you very much for your cooperation.

Sincerely,

William C. Knopke II

SECRETARY OF STATE
TALLAHASSEE FLORIDA

97 FEB 13 AM 9:12

FILED

Enclosures/ check - \$122.50
Original and 1 copy of Articles; and
Original Certificate Designating Resident Agent



ARTICLES OF INCORPORATION
OF
TRAVEL FINANCIAL SERVICES, INC.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned subscribers to these Articles of Incorporation, being natural persons competent to contract, hereby form a corporation for profit under the laws of the State of Florida.

ARTICLE I.

The name of the corporation shall be: TRAVEL FINANCIAL SERVICES, INC.

ARTICLE II.

The general character or nature of the business to be transacted by this corporation shall be as follows:

To provide all types of financial services required in the travel and travel-related businesses, such as, but not limited to provision of capitalization, financing of receivables, equipment leases and other capital expenditures, bonding and insurance requirements, financial consultancy services; representation for negotiations with travel and travel-related vendors, such as, computer reservation systems, airlines, cruises, and other vendors; facilitation of travel agency mergers and acquisitions, establishment or creation of corporate and retail travel credit or debit cards. To provide all other types of financial services including the activities necessary to raise capitalization through public offering or private placements. To arrange, promote, organize, plan, and form consortiums, organizations, associations, and/or syndications necessary to effectively and economically perform all types of financial services in the national and international financial markets. To buy, sell, factor, discount all types of assets and/or investments including but not limited to accounts receivables, short term or long term, arising from transactions related to travel, trips, tours, and excursions by railroad, steamship, motor vehicle, or aircraft, for individuals or groups of individuals, government or private corporations, to any part of the world, or beyond. To arrange, negotiate, represent, undertake or facilitate sale or purchase of ownership stock of travel or travel-related businesses. To provide financial services, including but not limited to loans, advances, and other credit facilities for activities related to the transportation of individuals or groups of individuals by railroad, steamship, motor vehicle, aircraft, or otherwise, in connection with agency, and to financially assist in the procurement of vacations, tours, company incentive trips, golf outings, hotel and other accommodations for the comfort, convenience, and entertainment of individuals who are members of any trip or tour

conducted by a travel or travel-related company. To provide or facilitate in the provision of working, temporary or permanent capital requirements for all types of travel services, including but not limited to financial requirements of travel agencies, tour companies, representatives, guides, couriers, assistants, and interpreters, as well as financial requirements of transportation companies, such as, railroads, steamships, motor vehicles, aircraft, and other modes of transportation; to facilitate provision of financial requirements through private or public offerings, placements, mergers and acquisitions, and other means legally acceptable; to act as financial agents, brokers, representatives or financial consultants of steamship, railroad, and other companies devoted to the transportation and carriage of passengers and freight, in the sale of tickets on all vehicles, boats, railroads, and railways, and other transportation companies; to conduct as financial information bureau for travel agencies, tour companies and travelers; to act as financial agent, broker, or representative for travel insurers and insurors of all kinds; and in general to do all other things that are necessary or pertinent to the conduct of a financial services company for travel and tourism industry. To plan, originate, devise, print, sell, and deal in booklets, magazines, folders, leaflets, guidebooks, maps, timetables, display cards, signs, and display advertising for the promotion of travel financial services; to carry on the business of financial services including financial consultancy and services promotion through video productions, television, radio, Internet, publications, magazines, newspapers, and other publications of all kinds, and space therein; to carry on a general financial brokerage business, and a financing agency in all its branches; To utilize existing or establish, design or create new electronic or automated financial systems and accounting for travel and travel-related services. To impart professional and technical knowledge on financial management of travel agencies, by way of financial consultancy services, seminars, private tutoring or formal specialized schools for travel or travel-related businesses. To engage in the buying and selling of travel and travel related companies. To invest in publicly traded stocks of travel, travel-related companies, as well as other businesses in general. To transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act. To do such other things as are incidental to the foregoing or necessary or desirable to accomplish the foregoing, including the activities necessary to raise capitalization through public offering and private placements for this company and for its customers, and the collection of fees, service charges, commissions, and other revenues as consideration in performing all the foregoing financial services.

ARTICLE III

The maximum number of shares of capital stock authorized shall be one million (1,000,000), which shares shall be of a par value of One Dollar (\$1.00) each, and each of said shares shall entitle the holder thereof to one (1) vote any meeting of stockholders. All or any part of said capital stock may be paid in cash, property, or in labor or services, or a combination thereof, at a fair valuation to be fixed by the Board of Directors at a meeting called for such purpose. All stock when issued and fully paid for shall be non-assessable.

ARTICLE IV.

The amount of capital which this corporation shall begin business shall be FIVE THOUSAND DOLLARS (\$5,000.00).

ARTICLE V.

This corporation shall have perpetual existence.

ARTICLE VI.

The principle office of the corporation shall be located at Suite 108 at 2909 Bay to Bay Boulevard, Tampa, Florida, but the corporation shall have the power to establish branch offices and other places of business at such other place or places within or without the State of Florida as may be determined and deemed expedient by the Board of Directors.

ARTICLE VII.

There shall be a Board of Directors for this corporation which shall consist of not less than three (3) nor more than fifteen (15), the number of which shall be fixed by the Board of Directors or by the corporate By-Laws. Each of which said Directors shall be of full age and at least one thereof shall be a citizen of the United States. A quorum for the transaction of business shall be a majority of the Directors, qualified and active, and the act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Directors. Subject to the By-laws, if any, adopted by the stockholders, the Directors may make the By-Laws, and meetings of the Directors may be held within or without the State of Florida. Directors need not be stockholders.

ARTICLE VIII.

The names and addresses of the officers and the first Board of Directors who, subject to this Charter, By-Laws of the corporation, and the Laws of the State of Florida, shall hold office for the first year of the corporation's existence, or until an election is held and their successors have been duly elected and qualified, are:


| <u>NAMES</u> | <u>ADDRESSES</u> |
|---|--|
| BRIAN M. LEE Chairman of the Board Director | 27130 Dea Breeze Way Wesley Chapel, Florida 33543 |
| ARMANDO G. REMO, JR. President Director | 8706 Maple Lake Place Tampa, Florida 33635 |
| WILLIAM C. KNOPKE II Treasurer Director | 2106 W. Watrous Avenue Tampa, Florida 33606 |
| AMY L. DOUTHITT Secretary Director | 7823 Bay Drive Tampa, FL 33635 |
| WILLIAM A. KRUSEN Director | 3110 Agawam Street Tampa, FL 33629 |

ARTICLE IX.

The names and addresses of each subscriber to this Certificate of Incorporation, and the number of shares he is to take, are:

| <u>NAMES</u> | <u>ADDRESSES</u> | <u>No. of Shrs</u> |
|-------------------------------|---|--------------------|
| KRL GROUP, INC. | 2909 Bay to Bay Blvd., Suite 107 Tampa Florida | 800 |
| ARMANDO G. REMO, JR. | 8706 Maple Lake Place Tampa, Florida 33635 | 100 |
| AMY L. DOUTHITT Director | 7823 Bay Drive Tampa, FL 33635 | 50 |
| WILLIAM A. KRUSEN Director | 3110 Agawam Street Tampa, FL 33629 | 50 |

IN WITNESS WHEREOF, we have hereunto set our hands and seals,
acknowledged and filed the foregoing Certificate of Incorporation, under the existing
laws of the State of Florida.

 (SEAL)

ARMANDO G. REMO, JR.

 (SEAL)

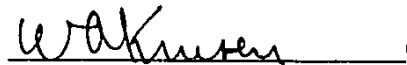
BRIAN M. LEE

 (SEAL)

WILLIAM C. KNOPKE II.

 (SEAL)

AMY L. DOUTHITT

 (SEAL)

WILLIAM A. KRUSEN

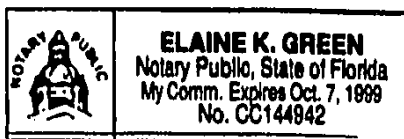
STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

BEFORE ME, the undersigned authority, on this, the 27th day of January, 1997,
personally appeared ARMANDO G. REMO JR, BRIAN M. LEE, WILLIAM C.
KNOPKE II, AMY L. DOUTHITT, and WILLIAM A. KRUSEN to me well known to
be the persons described in and who signed the foregoing Certificate of Incorporation,
and acknowledged before me that they executed the same freely and voluntarily for the
uses and purposes therein expressed.

WITNESS my hand and official seal on the date and year aforesaid.



Notary Public, State of Florida at Large
My commission expires: 10-7-99



**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE
OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY
BE SERVED.**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in
compliance with said Act:

First -- ThaTravel Financial Services desiring to organize under the laws of the State of Florida,
with its principle office, as indicated in the articles of incorporation at City of Tampa, County of
Hillsborough, State of Florida, has named William C. Knopke II located at 2611 Bayshore Blvd.
#105, City of Tampa, County of Hillsborough, State of Florida, as its agent to accept service of
process within this State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated corporation, at the
place designated in this certificate, I hereby accept to act in this capacity, and agree to comply
with the provision of said Act relative to keeping open said office.

BY: _____

William C. Knopke II, Resident Agent
2611 Bayshore Blvd.
Tampa, FL 33629

FILED
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SECRETARY OF STATE
TALLAHASSEE FLORIDA