

**CORPORATE
ACCESS,
INC.**

1116-D Thomasville Road . Mount Vernon Square . Tallahassee, Florida 32303

P.O. Box 37066 (32315-7066) ~ (904) 222-2666 or (800) 969-1666 . Fax (904) 222-1666

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Articles

1.) *Discounted Rooms Around the World, Inc.*
(CORPORATE NAME & DOCUMENT #)

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ARTICLES OF INCORPORATION
OF
DISCOUNTED ROOMS AROUND THE WORLD, INC.

ARTICLE I - NAME

The name of this corporation is DISCOUNTED ROOMS AROUND THE WORLD, INC., with its mailing address at 1900 S. Harbor City Blvd. Melbourne, Florida 32901.

ARTICLE II - DURATION

This corporation shall have a perpetual existence commencing upon the filing of these Articles of Incorporation by the Department of State.

ARTICLE III - PURPOSE

The nature of the business or purposes to be conducted or promoted are: To manufacture, design, construct, own, use, buy, sell, lease, hire and deal in and with articles and property of all kinds and to render services of all kinds, and to engage in any lawful act or activity for which corporations may be organized under the laws of the State of Florida.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 10,000 shares of \$1.00 par value common stock.

ARTICLE V - VOTING RIGHTS

Except as otherwise provided by law, the entire voting power for the election of directors, and for all other purposes, shall be vested exclusively in the holders of the outstanding common shares.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 1825 S. Riverview Drive, Melbourne, Florida 32901, and the name of the initial registered agent of this corporation at that address is Victor S. Kostro, Esq.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by the Bylaws, but shall never be less than one. The name and address of the initial directors of this corporation are:

<u>NAME</u>	<u>ADDRESS</u>
Debra L. Henson	1900 S. Harbor City Blvd. Melbourne, FL 32901

ARTICLE VIII - INCORPORATOR

The name and address of the person signing these Articles of Incorporation is:

<u>NAME</u>	<u>ADDRESS</u>
Debra L. Henson	1900 S. Harbor City Blvd. Melbourne, FL 32901

ARTICLE IX - BYLAWS

The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors and the Shareholders.

ARTICLE X - APPROVAL OF SHAREHOLDERS REQUIRED FOR MERGER

The approval of the shareholders of this corporation to any plan of merger shall be required in every case, whether or not such approval is required by law.

ARTICLE XI - COMPENSATION OF DIRECTORS

The shareholders of this corporation shall have the exclusive authority to fix the compensation of directors of this corporation.

ARTICLE XII - INDEMNIFICATION

The corporation shall, to the fullest extent permitted by Florida Statute Section 607.0850, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said section from and against any and all of the expenses, liabilities or other matters referred to in or covered by said section, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, agreement, vote of stockholders or disinterested directors or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

ARTICLE XIII AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any

amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

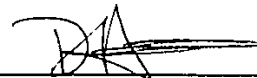
ARTICLE XIV - I.R.C. SECTION 1244 STOCK

It is the intent of the Incorporator to qualify the shares issued hereunder as "Section 1244 Stock" pursuant to Section 1244 of the Internal Revenue Code of 1986.

ARTICLE XV - SUBCHAPTER "S" ELECTION

It is the intent of the Incorporator to file the appropriate Subchapter "S" Internal Revenue Code Election (IRS Form 2553) at the Organization Meeting hereof.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 8th day of April, 1997.



Debra L. Henson

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

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

FIRST, that DISCOUNTED ROOMS AROUND THE WORLD, INC., desiring to organize under the laws of the State of Florida, with its principal office as indicated by the Articles of Incorporation in the City of Melbourne, County of Brevard, State of Florida, has named Victor S. Kostro, Esq., located at 1825 S. Riverview Dr., Melbourne FL, 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 provisions of said Act relative to keeping open said office.

Victor S. Kostro

Victor S. Kostro

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