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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY

ACCT#: 072450003255

CONTACT: RAY STORMONT

PHONE: (305)541-3694

FAX #: (305)541-3770

NAME: PIEDMONT TRAV EL OF FLORIDA, INC.

AUDIT NUMBER.....H97000007032

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 5

CERT. COPIES.....1

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AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

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TALLAHASSEE, FLORIDA

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or thing having a value, in the judgment of the Board of Directors, at least equivalent to the full value of stock to be issued as hereinafter set forth, and when so issued, shall become and be fully paid and non-assessable, the same as though paid for in cash; and the Directors shall be the sole judges of the value of any property, right or thing acquired in exchange for capital stock, and their judgment of such value shall be conclusive and binding upon the present subscribers or future stockholders of the corporation.

ARTICLE VI - REGISTERED OFFICE AND AGENT

The address of the initial registered office is 517 S.W. First Avenue, Fort Lauderdale, Florida 33301, and the name of its initial registered agent at said address is Glenn R. Mee.

ARTICLE VII - BOARD OF DIRECTORS

(I) The corporation shall have a minimum of one (1) director, and shall have one (1) director initially. The number of directors may be increased from time to time by amendment of the By-Laws.

(II) The name and address of the person who is to serve as director until the first annual meeting of shareholders or until its successors are elected and qualify, is:

Paula J. Wilson  
2644 Oak Park Circle  
Davie, FL 33328

ARTICLE VIII - INCORPORATOR

The name and address of the incorporator of the corporation is Paula J. Wilson, 2644 Oak Park Circle, Davie, FL 33328.

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IN WITNESS WHEREOF, the undersigned incorporator has executed the foregoing Articles of Incorporation this 29th day of April, 1997.

*Paula J. Wilson*  
PAULA J. WILSON

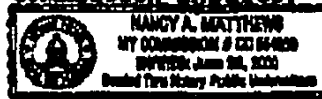
STATE OF FLORIDA  
COUNTY OF BROWARD

THE FOREGOING Articles of Incorporation were acknowledged before me this day by Paula J. Wilson, who is personally known to me or had produced a n/a as identification and did take an oath.

WITNESS my hand and official seal in the County and State last aforesaid this 29 day of April, 1997.

*Nancy Matthews*

Notary Public  
My Commission Expires:



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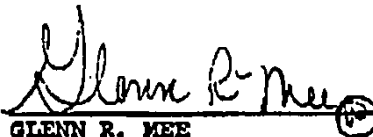
CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR  
THE SERVICE OF PROCESS WITHIN FLORIDA  
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

The following is submitted, in compliance with Section 48.091,  
Florida Statutes,

THAT PIEDMONT TRAVEL OF FLORIDA, INC., a corporation  
organizing under the laws of the State of Florida, has named GLENN  
R. MEE as its Registered Agent to accept service of process within  
this State, whose registered office is located at 517 S.W. First  
Avenue, Fort Lauderdale, Florida 33301.

ACKNOWLEDGMENT

Having been named to accept service of process for the above  
entitled 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 the proper and complete  
performance of my duties.

  
\_\_\_\_\_  
GLENN R. MEE  
517 S.W. First Avenue  
Fort Lauderdale, FL 33301

wilson/piedmont.art

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