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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 F.A.

CERT. OF STATUS...0

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ARTICLES OF INCORPORATION

OF

PIEDMONT TRAVEL OF FLORIDA. INC.

KNOW ALL MEN BY THESE PRESENTS: That the undersigned person, acting as incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation:

ARTICLE I - NAME OF CORPORATION

The name of the corporation shall be PIEDMONT TRAVEL OF FLORIDA, INC.

ARTICLE II - DURATION OF EXISTENCE

This corporation shall exist perpetually, commencing on the : date these Articles are filed in the Office of the Secretary of State.

ARTICLE III - PLACE OF BUSINESS

The corporation's principal place of business shall be 1100 . Lee Wagener Blvd, Ste 100, Ft. Lauderdale, FL 33315.

ARTICLE IV - GENERAL PURPOSES

The purpose of this corporation is to engage in any activities or lawful business permitted for corporations under both the laws of the United States of America and the State of Florida.

ARTICLE V - CAPITAL STOCK

- (I) The corporation shall have authority to issue ten : thousand shares (10,000) of common stock, all of one class, with a par value of One Dollar (\$1.00) per share.
- (II) All or any portion of the capital stock may be issued in payment for real or personal property, services, or any other right .

Propared by: Glenn R. Mee, Esq.

FBN. 239119

FBN. 239119 5175.W. 1st AUC.

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Ft. lauderdale, F133301 954.524.4169

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 Glann R. Mes.

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

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.

WITHESS my hand and official seal in the County and State last aforesaid this 39 day of Gone , 1997.

Notary Public

My Commission Expire

HANCY A. MAI THEMS
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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 Laudardale, 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.ert

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