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TO: DIVISION OF CORPORATIONS

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FROM: EMPIRE CORPORATE KIT COMPANY

ACCT#: 072450003255

CONTACT: RAY STORMONT

PHONE: (305)541-3694

FAX #: (305)541-3770

NAME: FLY BUSY DISCOUNT AIR FARES, INC.

AUDIT NUMBER.....H97000007789

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

CERT. OF STATUS..0

PAGES..... 4

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TALLAHASSEE, FLORIDA

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**ARTICLES OF INCORPORATION
OF
FLY BUYS DISCOUNT AIR FARES, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a Corporation under the Florida General Corporation Act, does hereby adopt the following Articles of Incorporation:

ARTICLE I. - CORPORATE NAME

The name of the Corporation is FLY BUYS DISCOUNT AIR FARES, INC.

ARTICLE II. - CORPORATE DURATION

The duration of the Corporation is perpetual, and the Corporate existence is to commence upon filing hereof, pursuant to F.S. §607.0203 (1991).

ARTICLE III. - PURPOSE AND POWERS

The general purposes for which the Corporation is organized are to transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act, and to engage in any other trade or business which can, in the opinion of the Board of Directors of the Corporation, be advantageously carried on in connection with or auxiliary to any other business of the Corporation.

ARTICLE IV. - CAPITALIZATION

The aggregate number of shares the Corporation is authorized to issue is 100. Such shares shall be of a single class and shall be without par value.

ARTICLE V. - REGISTERED OFFICE, AGENT AND PRINCIPAL OFFICE

The street address of the initial registered office of the Corporation is 3420 Poinciana Avenue, Miami, FL 33133-6525, and the name of its initial registered agent at such address is Robert Masson. The principal office and mailing address of the corporation is 3420 Poinciana Avenue, Miami, FL 33133-6525.

This instrument was prepared:
Gary Silberman, Esq.
Law Offices of Jonas & Silberman, P.A.
300-71 Street, Suite #405
Miami Beach, FL 33141
Tel: (305) 866-7621
FLORIDA BAR NO.: #0885230

H97000007789

PAGE 1

JONAS AND SILBERMAN, P.A.

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P.02/15

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MAY-12-1997 17:07

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ARTICLE VI - DIRECTORS

The number of directors constituting the initial Board of Directors of the Corporation is one. The name and address of the person who is to serve as a member of the initial Board of Directors is as follows:

Robert Masson
3420 Poinciana Avenue
Miami, FL 33133-6525

ARTICLE VII - INCORPORATORS

The name and address of the incorporator is:

Robert Masson
3420 Poinciana Avenue
Miami, FL 33133-6525

IN WITNESS WHEREOF the undersigned subscriber has executed these Articles of Incorporation at Miami Beach, Florida on the 12th day of May, 1997.



ROBERT MASSON

STATE OF FLORIDA:

SS.

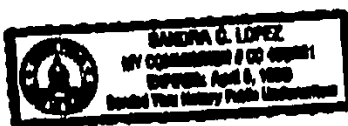
COUNTY OF DADE:

The foregoing instrument was acknowledged before me this 12th day of May, 1997, by ROBERT MASSON, who has produced his Florida Driver's License as identification and who did take an oath.



Sandra C. Lopez,
Notary Public at Large, State of
Florida

My commission expires:



PAGE 2

H97000007789

JONAS AND SILBERMAN, P.A.

EMPIRE CORPORATE KIT

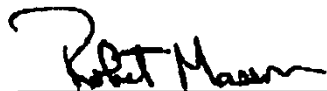
P.03/16

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ACKNOWLEDGMENT OF APPOINTMENT AS REGISTERED AGENT

I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation.



ROBERT MASSON

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PAGE 3