

**P97000047837**

FRANCESCO SILVA  
Requestor's Name  
JOCKEY TRAVEL CLUB  
1111 BISCAYNE BLVD.  
Address  
MIAMI / FL / 33101  
City/State/Zip

Phone #

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 MAY 27 PM 12:16

Office Use Only

**CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):**

1. Gooley Travel Club Inc.  
(Corporation Name) (Document #)

2. \_\_\_\_\_  
(Corporation Name) (Document #)

3. \_\_\_\_\_  
(Corporation Name) (Document #)

4. \_\_\_\_\_  
(Corporation Name) (Document #)

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NEW FILINGS	
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<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

D. BROWN MAY 30 1997

**ARTICLES OF INCORPORATION  
OF  
JOCKEY TRAVEL CLUB INC.**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 MAY 27 PM 12:16

I, the undersigned, being of legal age and natural person, do hereby subscribe to, acknowledge and file the following Articles of Incorporation for the purpose of creating a corporation under the laws of the State of Florida.

**ARTICLE I**

The name and initial address of this corporation shall be:

**JOCKEY TRAVEL CLUB INC.**  
11111 Biscayne Boulevard  
Miami Florida 33161

**ARTICLE II**

This corporation may engage in any activity or business permitted under the laws of the State of Florida.

**ARTICLE III**

The capital Stock authorized, the par value thereof, and the characteristics of such stock shall be as follows:

Number of Shares	Par Value	Class of
<u>Authorized</u>	<u>Per Value</u>	<u>Stock</u>
1.000	One US Dollar Par	Common

All of said stock shall be payable in cash, property, real or personal, labor or services in lieu of cash: at a just valuation to be fixed by the Board of Directors of this corporation.

Upon the sale for cash of any new stock of the same kind, class or series as that which he already holds, every stockholder of this corporation shall have a pre-emptive right to purchase his pro-rata share thereof at the price at which it is offered to others, whether or not in excess of par. Fractional shares need not be issued on account of this provision.

#### **ARTICLE IV**

This corporation shall commence its existence immediately upon the filing of these Articles of Incorporation and shall exist perpetually thereafter unless sooner dissolved according to law.

#### **ARTICLE V**

The initial registered office of this corporation shall be at 11111 Biscayne Boulevard Miami, Florida 33161, with the privilege of having its offices and branch offices at other places within or without the State of Florida. The initial registered agent at that address shall be Francesco Silva.

#### **ARTICLE VI**

This corporation shall have at least one (1) director, with the exact number to be specified by the stockholders from time to time unless the stockholders shall, by a majority vote thereafter determine that the stockholders manage the corporation.

#### **ARTICLE VII**

The names and address of the first Director(s) of the corporation<sup>1</sup> who shall hold office for the first year or until their successors are duly elected and qualified shall be:

<b>NAME</b>	<b>ADDRESS</b>
Francesco Silva	2285 Tigertail Avenue #119 Coconut Grove FL. 33133

## **ARTICLE VIII**

The names and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

Francesco Silva  
(President)

2285 Tigertail Avenue #119  
Coconut Grove FL. 33133

Carlos Bardoni  
(Vice President)

8893 Fountainbleu Boulevard # 201  
Miami FL. 33172

K.C. Langfort  
(Secretary Treasurer)

11111 Biscayne Boulevard  
Miami FL. 33161

## **ARTICLE IX**

It is the intent of the Incorporator that the corporation will qualify under Section 1244 of the Internal Revenue Code.

## **ARTICLE X**

The name and address of the incorporator is Francesco Silva, 2285 Tigertail Avenue, #119, Miami, Florida 33133.

## **ARTICLE XI**

No contract or other transaction between this corporation and any other corporation, and no act of this corporation, shall in any way be affected or invalidated by the fact that any of the directors of this corporation are pecuniary or otherwise interested in, or are directors or officers of, such other corporation. Any director individually, or any firm of which any director may be a member, may be a party to, or may be pecuniary or otherwise interested in any contract of transaction of this corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof and any director of this corporation who is also a director or

any officer of such other corporation, or who is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors authorize any such contract or transaction with like force and effect as if he were not such a director or officer of such other corporation, or not so interested.

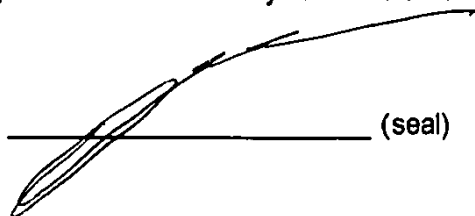
## ARTICLE XII

The private property of the stockholders shall not be subject to payment of the corporate debts in any extent.

## ARTICLE XIII

This corporation shall indemnify and insure its officers and directors to the fullest extent permitted by law either now or hereafter.

IN WITNESSES WHEREOF, the undersigned, being the incorporator herein before named, for the purpose of forming a corporation to do business both within and without the State of Florida, under the laws of Florida, makes and files these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true, and hereunto set my hand and seal this 21 day of May, 1997.

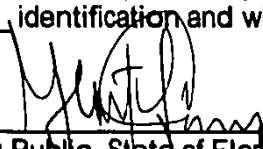
 (seal)

STATE OF FLORIDA)

) SS:

COUNTY OF DADE

The foregoing instrument was acknowledged to before me this 21 day of May, 1997, by FRANCESCO SILVA who is personally known to me to who has as produced \_\_\_\_\_ identification and who did take an oath.

  
\_\_\_\_\_  
Notary Public, State of Florida  
at Large

My Commission Expires:

\_\_\_\_\_  
(Printed Notary Name)

Commission No. \_\_\_\_\_



YESIT J CAMPO  
My Commission CC308007  
Expires Dec. 13, 1997  
Bonded by HAI  
800-422-1555

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

FILED STATE  
SECRETARY OF CITIZENS  
DIVISION OF CORPORATIONS  
97 MAY 27 PM 12:16

In compliance with the laws of Florida, the following is submitted.

First – That **JOCKEY TRAVEL CLUB, INC.**, under the laws of the State of  
Florida, has named Francesco Silva, 2285 Tigertail Avenue, #119, Miami, Florida  
33133. as it's statutory registered agent.

Having named statutory agent of the above corporation at the place designated  
In this certificate, I hereby accept the same and agree to act in this capacity, and  
agree to comply with the provisions of Florida law relative to keeping the  
registered office open.

  
\_\_\_\_\_  
Francesco Silva, Registered Agent

Dated this \_\_\_\_\_ day of May, 1997.