

7/15/97

FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: CORPORATE CREATIONS INTERNATIONAL INC.

ACCT#: 073171003004

CONTACT: JOHNNY C. RODRIGUEZ

PHONE: (305)672-0686

FAX #: (305)672-9110

NAME: THE TRAVEL OFFICE, INC.

AUDIT NUMBER.....H97000011552

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

CERT. OF STATUS...1

PAGES..... 4

CERT. COPIES.....0

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ARTICLES OF INCORPORATION

Article I. Name

The name of this Florida corporation is:
The Travel Office, Inc.

Article II. Address

The mailing address of the Corporation is:
The Travel Office, Inc.
888 Brickell Key Drive, #191
Miami FL 33131

Article III. Registered Agent

The name and address of the registered agent of the Corporation is:
Randall L. Sidlosca
605 Lincoln Road, Suite 420
Miami Beach FL 33139

Article IV. Board of Directors

The name of each member of the Corporation's Board of Directors is:

Susan Williams
Fredrick Morganthaler
Ava Rostant Christian

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than one director. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation. The election of directors shall be done in accordance with the Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by applicable law.

Randall L. Sidlosca | FL Bar Member 511609
Latour & Sidlosca, P.A.
605 Lincoln Road, Suite 420
Miami Beach FL 33139
305-538-8911

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Article V. Capital Stock

The Corporation shall have the authority to issue 100 shares of common stock, par value \$.01 per share.

Article VI. Incorporator

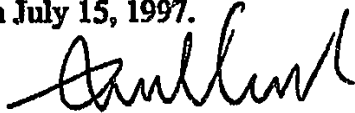
The name and address of the incorporator is:

Randall L. Sidlosca
Latour & Sidlosca, P.A.
605 Lincoln Road, Suite 420
Miami Beach FL 33139

Article VII. Corporate Existence

These Articles of Incorporation shall become effective and the corporate existence will begin on July 15, 1997.

The undersigned incorporator executed these Articles of Incorporation on July 15, 1997.



RANDALL L. SIDLOSCA
by L.A. Uriarte as attorney-in-fact

Randall L. Sidlosca | FL Bar Member 511609
Latour & Sidlosca, P.A.
605 Lincoln Road, Suite 420
Miami Beach FL 33139
305-538-8911

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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/OFFICE**

CORPORATION:

The Travel Office, Inc.

REGISTERED AGENT/OFFICE:

Randall L. Sidlosca
605 Lincoln Road, Suite 420
Miami Beach FL 33139

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I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.



RANDALL L. SIDLOSCA

by L.A. Uriarte as attorney-in-fact

Date: July 15, 1997

Randall L. Sidlosca | FL Bar Member 511609
Latour & Sidlosca, P.A.
605 Lincoln Road, Suite 420
Miami Beach FL 33139
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