

P970000064432

June 29th, 1997

Department of State
Division of Corporations
Box 6327
Tallahassee, FL 32301

RE: LITSPEED, INCORPORATED

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-07/23/97--01011--009
*****78.75 *****78.75

Gentlemen:

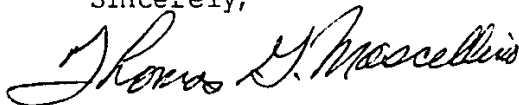
Enclosed are the original and duplicate copy of the Articles of Incorporation of the above proposed corporation.

The duplicate copy has been subscribed and acknowledged by the sole subscribers in the same manner as the original. Please file the Articles of Incorporation immediately.

A check is enclosed to cover the \$70.00 fee for filing the Articles, plus \$8.75 for a Certificate of Status. Also enclosed is the executed Resident Agent form and one copy.

Thank you for your assistance in this matter.

Sincerely,



Thomas G. Mascellino

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97 JUL 23 AM 10:51
SECRET
TALLAHASSEE, FLORIDA

mc 7/25/97

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ARTICLE OF INCORPORATION
OF

97 JUL 23 AM 10:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Litspeed, Incorporated

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 - NAME

The name of the corporation is LITSPEED, INC.

ARTICLE II - TERM

The duration of the corporation is perpetual. The date and time of the commencement of corporate existence is when the Articles are received in the office of the Secretary of State.

ARTICLE III - PURPOSE

The general purposes for which the corporation is organized are:

1. To solicit and book travel arrangements and perform all functions related to the travel industry.
2. To transact any and all lawful business.

ARTICLE IV - CAPITAL STOCK

The aggregate number of shares which the corporation is authorized to issue is one thousand (1,000) shares. Such shares shall be of a single class and shall have a par value of One Dollar (1.00) per share.

ARTICLE V - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI - ADDRESS

The street address of the initial registered office of the corporation is 228 SE 9th Street, Dania, Florida 33004 and the name of the initial registered agent at such address is THOMAS G. MASCELLINO. The mailing address of the principal office of the corporation is 228 SE 9th Street, Dania, Florida 33004.

ARTICLE VII - DIRECTORS

The number of directors constituting the initial Board of Directors of the corporation is two (2). The number of directors may be either increased or decreased from time to time by the Bylaws but shall never be less than one (1). The name and address of each person who is to serve as a member of the initial Board of Directors is:

NAME	ADDRESS
Thomas G. Mascellino	228 SE 9th Street Dania, Florida 33004
Susan Mascellino	228 SE 9th Street Dania, Florida 33004

ARTICLE VIII - INCORPORATORS

The name and address of each incorporator is:

NAME
Thomas G. Mascellino

ADDRESS
228 SE 9th Street
Dania, Florida 33004

Susan Mascellino

228 SE 9th Street
Dania, Florida 33004

ARTICLE IX - BYLAWS


The power to adopt, alter, amend or repeal the Bylaws shall be vested in the Board of Directors.

ARTICLE X - AMENDMENT

This corporation reserves the right to amend or repeal provisions contained in the these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this resevation.

IN WITNESS THEREOF, the undersigned subscriber has executed these Articles of Incoporation, this 29th day of June, 1997.


Thomas G. Mascellino


Susan Mascellino

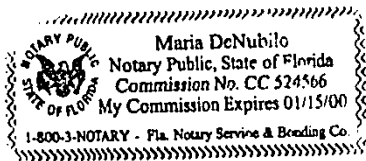
STATE OF FLORIDA
COUNTY OF BROWARD

BEFORE ME, a notary public, authorized to take acknowledgments in the State and County set forth above, personally appeared THOMAS G. MASCELLINO and SUSAN MASCELLINO, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he swore to and executed those Articles of Incorporation.

IN WITNESS THEREOF, I have hereunto set my hand and affixed
my seal in the State and County aforesaid this ~~29th~~ day of ~~JUNE~~
1997. 18th JULY

Maria DeNubilo
NOTARY PUBLIC

My Commission Expires:



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

In compliance with section 48.091, Florida Statutes, the
following is submitted:

First, that LITSPEED, INCORPORATED desiring to organize or
qualify under the laws of the State of Florida, with its
principal place of business at City of Dania, State of Florida,
has named THOMAS G. MASCELLINO located at 228 SE 9th Street,
Dania, Florida, 33004 as its agent to accept service of process
within Florida.

LITSPEED, INCORPORATED

Thomas G. Mascellino
Date: June 29, 1997

Having been named to accept service of process for the above
stated corporation, at the place designated in this Certificate, I
hereby agree to act in this capacity, and further agree to comply
with the provisions of all statutes relative to the proper and
complete performance of my duties.

Thomas G. Mascellino
Thomas G. Mascellino
Date: June 29th, 1997

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TALLAHASSEE, FLORIDA