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7/24/97

FLORIDA DIVISION OF CORPORATIONS  
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((H97000012126 3))

TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: FAS-T CORP. AGENTS, INC.  
CONTACT: LIDIA FERNANDEZ  
PHONE: (305)599-0839

ACCT#: 071001002335

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NAME: TRAVEL BENEFITS CORP.

AUDIT NUMBER.....H97000012126

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

CERT. OF STATUS..1

PAGES..... 3

CERT. COPIES.....0

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AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

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TAMPA, FLORIDA

Om 7/28/97

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**ARTICLES OF INCORPORATION**

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

**ARTICLE I NAME**

The name of the corporation shall be:

**Travel Benefits Corp.**

**ARTICLE II PRINCIPAL OFFICE**

The principal place of business and mailing address of this corporation shall be:

**Travel Benefits Corp.  
c/o L. B. Carpenter, CPA  
420 S. Dixie Hwy, Suite 2B  
Coral Gables, Florida 33146**

**ARTICLE III SHARES**

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

**10,000 shares**

**ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS**

The name and address of the initial registered agent is:

**L. B. Carpenter, CPA  
420 S. Dixie Hwy, Suite 2B  
Coral Gables, Florida 33146**

Prepared by:

**L.B. Carpenter, CPA  
420 S. Dixie Hwy., 2nd Floor  
Coral Gables, FL 33146**

**(305) 661-7729**

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ARTICLE V INCORPORATOR(S)

The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation is(are):

Terri Grenier  
6461 Tamiami Canal Road  
Miami, Florida 33126

The undersigned incorporator(s) has(have) executed these Articles of Incorporation this 7 day of Jan, 1997.

X Terri Grenier  
Signature

\_\_\_\_\_  
Signature

\_\_\_\_\_  
Signature

NOTE: Affixing an officer title after a signature of an incorporator does not constitute the designation of officers.

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CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: TRAVEL BENEFITS CORP

2. The name and address of the registered agent and office is:

L. B. CARPENTER III  
(Name)

420 S. DIXIE Hwy, Suite 2B  
(P.O. Box of Mail Drop Box Not Acceptable)

CORAL GABLES, FLORIDA 33146  
(City/State/Zip)

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

*L. B. Carpenter III*  
(Signature)

7/24/97  
(Date)

DIVISION OF CORPORATIONS, P.O. BOX 6327, TALLAHASSEE, FL 32314

TALLAHASSEE, FLORIDA

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