

P97000067840

LAW OFFICES

GREGORY & MOLHEM

PROFESSIONAL ASSOCIATION

442 WEST KENNEDY BLVD., SUITE 340

TAMPA, FLORIDA 33606

813-254-0111

FAX 813-254-0116

July 31, 1997

300002255933--7
-08/04/97--01031--009
*****70.00 *****70.00

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re: Articles of Incorporation of DBM Travel Corporation

To Whom It May Concern:

Enclosed is an original and one (1) copy of the Articles of Incorporation of DBM Travel Corporation. Also enclosed is a check in the amount of \$70.00 for the filing fee and Registered Agent Designation. Please file the original document with the Florida Department of State/Division of Corporations and return a stamped copy for our file.

Thank you for your assistance in this matter.

Sincerely,

GREGORY & MOLHEM, P.A.

Michelle Garcia

Michelle Garcia
Legal Assistant to
Douglas S. Gregory

/mag
Enclosure

FILED
97 AUG -4 PM 9 31
TALLAHASSEE, FLORIDA

*Don B
8/1/97*

ARTICLES OF INCORPORATION

OF

DBM Travel Corporation

FILED

97 AUG -4 AM 9:31

SEC.
TALLAHASSEE, FLORIDA

The undersigned incorporator, hereby makes, subscribes, acknowledges and files with the Secretary of State of the State of Florida these Articles of Incorporation for the purpose of forming a corporation for profit in accordance with the laws of the State of Florida.

ARTICLE I

The name of this corporation shall be **DBM Travel Corporation**.

ARTICLE II

The purpose for which this corporation is organized as follows:

- (a) To operate a travel business.
- (b) To do all and everything necessary and proper for the accomplishment of the objects enumerated in its Articles of Incorporation or amendment thereof or necessary or incidental to the protection or benefit of the corporation and, in addition to the specific powers herein enumerated, to have any and all rights, powers, and privileges which are, can be or may be granted to corporations incorporated under the laws of the State of Florida and, in that connection to carry on any lawful business necessary or incidental to the attainment of the objects of the corporation, whether such business is similar in nature to the objects set forth in the Articles of Incorporation or any amendment thereof.

ARTICLE III

The authorized capital stock of the corporation is 7500 shares of common stock with par value of \$1.00 per share, and each share shall entitle the holder thereof to vote at any meeting of the

stockholders. All or any part of said capital stock may be paid for in cash, with property, or in labor or services at a valuation to be fixed by the incorporator or by the Board of Directors at a meeting called for such purpose. All stock when issued shall be fully paid for and shall be nonassessable.

ARTICLE IV

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 V

This corporation shall have perpetual existence.

ARTICLE VI

The principal offices of the corporation shall be located at 1763-A West Fletcher Avenue, Tampa, Florida 33612, and its mailing address is the same, but the corporation shall have the power to establish branch offices and other places of business at such other places within or without the state of Florida as may be determined and deemed expedient by the Directors.

ARTICLE VII

This corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the Bylaws, but shall never be less than one. The name and address of the initial director is as follows:

Donald B. Moore
8806 South Hillside Drive
Hickory Hills, IL 60457

A quorum for the transaction of business shall be a majority of the Directors qualified and acting, and the act of the majority of the Directors present at a meeting at which a quorum is present

shall be the act of the Directors. The Directors may make or amend the Bylaws. The meeting of the Directors may be held within or without the state of Florida. A person shall not have to be a stockholder in order to qualify as a director.

ARTICLE VIII

The name and address of the subscriber to these Articles of Incorporation is as follows:

Donald B. Moore
8806 South Hillside Drive
Hickory Hills, IL 60457

and the officers of said corporation who shall hold office until their successors are elected and qualified shall be as follows:

Donald B. Moore, Director/President/Secretary/Treasurer

ARTICLE IX

The time and place of the annual stockholders' meeting shall be the 1st day of August of each and every year at the principal offices of the corporation unless otherwise fixed in the Bylaws or by a resolution of the Board of Directors, and any stockholder may waive notice thereof before or after the meeting.

The Board of Directors shall be elected annually by the stockholders at their annual meeting or at a special meeting held for that purpose. All vacancies in the Board shall be filled by the Board until the next annual meeting.

ARTICLE X

The Board of Directors shall have full power to fix their own compensation including any bonus or gratuity and to fix the compensation of any of the officers or any other member of the Board performing special services for the corporation, and any member of the Board may vote upon such compensation matters even though his own compensation may be the subject of the resolution.

ARTICLE XI

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding common shares, except as provided in these Articles of Incorporation.

ARTICLE XII

The name and address of the initial registered agent and registered office of this corporation is GREGORY & MOLHEM, P.A., 442 W. Kennedy Boulevard, Suite 340, Tampa, Florida 33606.

ARTICLE XIII

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

ARTICLE XIV

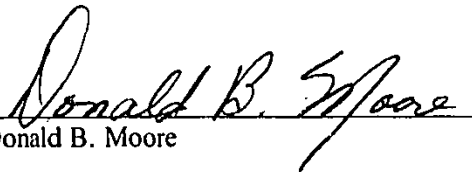
This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE XV

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 be pecuniary or otherwise interested in any contract or transaction of this corporation, provided that the fact that he or such firm so interested shall be disclosed or shall have been known to be by the Board of Directors or a majority thereof, and any director of this corporation who is also a director or officer of such other corporation or who is interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this corporation, which shall

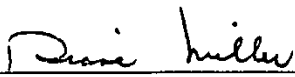
authorize any such contract or transaction with like force and effect as if he were not such director or officer of such other corporation or not so interested.

IN WITNESS WHEREOF, the undersigned, as incorporator, has hereunto set the undersigned's hand and seal this 30th day of July, 1997, for the purpose of organizing this Corporation under the laws of the State of Florida.


Donald B. Moore

STATE OF ILLINOIS)
)SS:
COUNTY OF Cook)

BEFORE ME, the undersigned authority, personally appeared Donald B. Moore, who is the Director/President/Secretary/Treasurer and incorporator of DBM Travel Corporation, and who is personally known to me or who produced _____ as identification, and who acknowledged before me that he executed the above Articles of Incorporation on behalf of DBM Travel Corporation for the purposes therein stated.


NOTARY PUBLIC

Expiration Date: 3-23-2000



**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
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 DBM Travel Corporation qualify under the laws of the State of Florida, with its principal place of business in the City of Tampa, State of Florida, has named GREGORY & MOLHEM, P.A., 442 W. Kennedy Boulevard, Suite 340, Tampa, Florida 33606, as its agent to accept service of process within Florida.

DBM Travel Corporation,
a Florida corporation

By: Donald B. Moore
Donald B. Moore

DATE: 7-30-97

ACCEPTANCE OF REGISTERED AGENT

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 I FURTHER AGREE TO COMPLY
WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND
COMPLETE PERFORMANCE OF MY DUTIES.

GREGORY & MOLHEM, P.A.

By: Douglas S. Gregory, President
Douglas S. Gregory, President

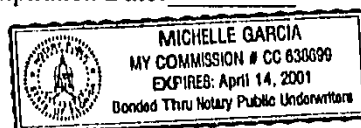
DATE: 31 July 1997

**STATE OF FLORIDA
COUNTY OF HILLSBOROUGH**

The foregoing instrument was acknowledged before me by Douglas S. Gregory, President
of GREGORY & MOLHEM, P.A., who is personally known to me, this 31st day of July, 1997.

Michelle Garcia
NOTARY PUBLIC

Expiration Date: _____



97
FILED
JUL 31 1997
FED