

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(904) 224-8870 • 1-800-342-8062 • Fax (904) 222-1222

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

97 AUG 29 PM 3: 11

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****122.50 ****122.50

Hemisphere Travel
Service, Inc

- ✓
___ Art of Inc. File _____
___ LTD Partnership File _____
___ Foreign Corp. File _____
___ L.C. File _____
___ Fictitious Name File _____
___ Name Reservation _____
___ Merger File _____
___ Art. of Amend. File _____
___ RA Resignation _____
___ Dissolution / Withdrawal _____
___ Annual Report / Reinstatement _____
✓ ___ Cert. Copy _____
___ Photo Copy _____
___ Certificate of Good Standing _____
___ Certificate of Status _____
___ Certificate of Fictitious Name _____
___ Corp Record Search _____
___ Officer Search _____
___ Fictitious Search _____
___ Fictitious Owner Search _____
___ Vehicle Search _____
___ Driving Record _____
___ UCC 1 or 3 File _____
___ UCC 11 Search _____
___ UCC 11 Retrieval _____
___ Courier _____
- 97 AUG 29 PM 3: 21
DIVISION OF CORPORATIONS
- 8-27-97

Signature _____

Requested by: DN

Name _____

Date 8/28

Time 8:30

Walk-In _____

Will Pick Up _____



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

August 29, 1997

CAPITAL CONNECTION, INC.
417 E. VIRGINIA ST. STE. 1
TALLAHASSEE, FL 32301

SUBJECT: HEMISPHERE TRAVEL SERVICES, INC.
Ref. Number: W97000020045

We have received your document for HEMISPHERE TRAVEL SERVICES, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

Article Seven states there will be three director(s), whereas two is/are listed.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6929.

Randall Purinton
Document Specialist

Letter Number: 797A00043520

ARTICLES OF INCORPORATION
OF

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

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HEMISPHERE TRAVEL SERVICES, INC.

The undersigned incorporator subscribes to these Articles of Incorporation to form a corporation for profit under the laws of the State of Florida.

ARTICLE I.

The name of the corporation shall be HEMISPHERE TRAVEL SERVICES, INC. and its initial postal address and its principal office for the conduct of business is 5728 Major Boulevard, Suite 601, Orlando, Florida 32819. The Board of Directors may from time to time move the principal office to any other address in Florida.

ARTICLE II.

The general nature of business to be transacted by this corporation is

- a. To engage in any business allowed under the laws of any jurisdiction where the corporation carries on business;
- b. To buy, sell, purchase, acquire, convey, mortgage or transfer in any manner whatsoever or retain in any manner whatsoever money, stocks, bonds, realty or any other property in any manner not prohibited by law.
- c. To carry on any and all business as manufacturers, producers, merchants (wholesale and retail), importers and exporters, generally without limitation as to class of products and merchandise, and to manufacture, produce, adapt, prepare, buy and sell and

otherwise deal in any materials, articles or things required in connection with or incidental to the manufacture, production and dealing in such products.

d. To build and construct any property in any manner not prohibited by law, and to engage in every aspect and phase of construction or contracting work with any material or materials whatsoever and in any manner whatsoever.

e. To such extent as a corporation organized under Chapter 607 of the Florida Statutes may now or hereafter lawfully do, to do and for the accomplishment of any of the purposes or the objects enumerated in these Articles of Incorporation, or any amendments thereof, either as principal or agent, and either alone or in connection with other firms, corporations or individuals, all and every thing necessary, suitable, convenient, or proper or in connection with, or incident to, the accomplishment of any of the purposes or the attainment of any one or more of the objects herein enumerated, or designed directly or indirectly to promote the interest of this corporation or to enhance the value of its property and, in general, to engage in and carry on any and every lawful business in any manner whatsoever not prohibited by law, whether or not the same be necessary or incident to the attainment of the objects of this corporation, or whether or not such business is similar in nature to the objects set forth in these Articles of Incorporation, or any and all powers, rights and privileges which a corporation may now or hereafter be organized, authorized or empowered to do or exercise under Chapter 607 of the Florida Statutes, or under any Act amendatory thereto, supplemental thereto or substituted therefor.

f. The foregoing paragraphs shall be construed as enumerating the purposes, objects and powers of this corporation and no recitation, expression or declaration of specific powers

or purposes herein enumerated shall be deemed to be exclusive, but it is hereby expressly declared that all other lawful powers not inconsistent herewith are hereby included.

ARTICLE III.

The term for which this corporation shall exist shall be perpetual.

ARTICLE IV.

The maximum number of shares of stock of this corporation which is authorized to have outstanding at any one time is 1,000 share of common stock at One Dollar par value (\$1.00) par value. Said capital stock shall be non-assessable and shall be payable in lawful money of the United States or in property, labor or in services at a just valuation to be fixed by the Directors at a meeting duly convened and held.

ARTICLE V.

The name and address of the person signing these Articles as incorporator is Richard I. Winokur, 5728 Major Boulevard, Suite 601, Orlando, Florida 32819.

ARTICLE VI.

The street address of the initial registered office of this corporation and the name of its registered agent at such address are as follows James M. Talley, Esquire, Fisher, Rushmer, Werrenrath, Wack & Dickson, P.A., 20 North Orange Avenue, 15th Floor, Orlando, Florida 32801.

ARTICLE VII.

The business of the corporation shall be conducted, carried on and managed by and through a Board of Directors composed of 2 (two) or more members, which number may be altered from time to time by the By-Laws of this corporation within the limitations prescribed by law. The initial Board of Directors of this corporation shall consist of 2. (two) members.

The name and address of the initial directors of this corporation who, subject to the provisions of these Articles of Incorporation, the By-Laws and the laws of the State of Florida, shall hold office until the first annual meeting of the corporation or until successors are elected and have been qualified are as follows:

Richard I. Winokur, 5728 Major Boulevard, Suite 601, Orlando,
Florida 32819, who shall serve as President

Kim O. Winokur, 5728 Major Boulevard, Suite 601, Orlando,
Florida 32819, who shall serve as Vice President

ARTICLE VIII.

No contract, act or transaction of this corporation with any person or persons, firm or other corporation, in the absence of fraud or wrongdoing, shall be affected or invalidated by the fact that any directors of this corporation is a party to or interested in such contract, act or transaction, or in any way connected with such person, persons, firm or other corporation, and each and every person who may become a director of this corporation is hereby relieved from any liability that might otherwise exist from thus contracting with this corporation for the benefit of himself or any other firm, association or other corporation in which he may otherwise be interested. Any director of this corporation may vote upon any contract or other transaction

between this corporation and any subsidiary or controlled company without regard to the fact that he is also a director of such subsidiary or controlled company.

ARTICLE IX.

These Articles of Incorporation may be amended, changed, altered or repealed in the manner now or hereafter prescribed by the Florida Statutes and all rights conferred upon shareholders are granted subject to this reservation.

WITNESS my hand and seal this 22nd day of August, 1997.


RICHARD I. WINOKUR - Incorporator

STATE OF FLORIDA

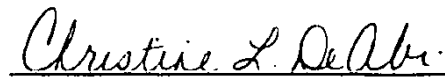
COUNTY OF ORANGE

I HEREBY CERTIFY that on this day before me, a Notary Public duly authorized in the State and County aforesaid to take acknowledgments, personally appeared Richard I. Winokur, the person described as incorporator to the foregoing Articles of Incorporation, who is personally known to me and who executed the same and acknowledged before me that he subscribed to those Articles of Incorporation.

WITNESS my hand and official seal in the County and State named above this 22nd day of August, 1997.



(Notarial Seal)


NOTARY PUBLIC, State of Florida
at Large

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

In compliance with Section 48.091, Florida Statutes, the following is submitted.

First, that RICHARD I. WINOKUR, desiring to organize or qualify under the laws of
the State of Florida, with its principal place of business at city of Orlando, State of Florida, has
named James M. Talley of Fisher, Rushmer, Werrenrath, Wack & Dickson, P.A. as Resident
Agent, located at 20 North Orange Avenue, Suite 1500, Orlando, State of Florida, as its agent
to accept service of process within Florida.

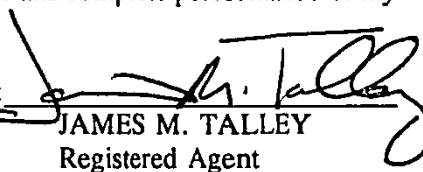
CORPORATE OFFICER

SIGNED: 

TITLE: Incorporator

DATE: August 22, 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 I further agree to
comply with the provisions of all statutes relative to the proper and complete performance of my
duties.

SIGNED: 
JAMES M. TALLEY
Registered Agent

DATE: 8/25/97

FILED
CLERK OF DISTRICT COURT
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