

P97000075554



THE UNITED STATES  
CORPORATION  
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 504171 7134820

AUTHORIZATION : *Patricia Pijet*

COST LIMIT : \$ 70.00

ORDER DATE : August 21, 1997

ORDER TIME : 3:09 PM

ORDER NO. : 504171-005

CUSTOMER NO: 7134820

000002281756--7

CUSTOMER: Mr. Serge D'adesky  
GETAWAY TRAVEL INT'L INC.

Suite 805  
250 Catalonia Avenue  
Miami, FL 33134

DOMESTIC FILING

NAME: TRAVEL CLUB ONLINE, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Susana Romagosa

EXAMINER'S INITIALS: \_\_\_\_\_

FILED  
97 AUG 29 AM 9:00  
STATE  
TALLAHASSEE, FLORIDA

SN SEP - 2 1997

ARTICLES OF INCORPORATION  
OF  
TRAVEL CLUB ONLINE, INC.

FILED  
97 AUG 29 AM 9:00  
TALLAHASSEE, FLORIDA

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

TRAVEL CLUB ONLINE, INC.

The address of the principal office of this corporation shall be 250 Catalonia Avenue, Suite 805, Miami, Florida 33134, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 10000 shares of common stock having \$1.00 par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 4722 Southwest 67th Avenue, Apartment A7, Miami, Florida 33155, and the name of the initial registered agent of the corporation at that address is Serge D'Adesky.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have 2 Directors, initially. The names and addresses of the initial members of the Board of Directors are:

Serge D'Adesky  
Dir.

4722 S.W. 67th Avenue, Apt. 7A  
Miami, FL 33155

Guenther Insam  
Dir.

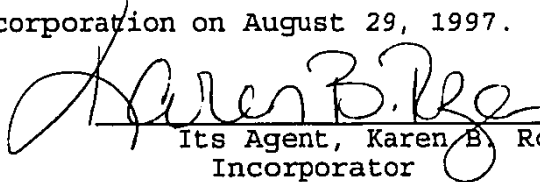
Benediktenweg 4  
8131 Pentenried, Germany

ARTICLE VII. INCORPORATOR

The name and street address of the incorporator to  
these Articles of Incorporation:

Corporate Agents, Inc.  
1201 Hays Street  
Tallahassee, Florida 32301

The undersigned incorporator has executed these  
Articles of Incorporation on August 29, 1997.

  
Its Agent, Karen B. Rozar  
Incorporator

EAS/SMR

ACCEPTANCE OF REGISTERED AGENT  
DESIGNATED IN THE ARTICLES OF INCORPORATION

Serge d'Adesky, an individual residing in this state, having a business office identical with the registered office of the corporation named below, and having been designated as the Registered Agent in the above and foregoing Articles of Incorporation of:

TRAVEL CLUB ONLINE, INC.

Serge d'Adesky is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

By: *Serge d'Adesky*

Typed Name: Serge d'Adesky

FILED  
07 AUG 29 AM 9:00  
STATE  
TALLAHASSEE, FLORIDA