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October 15, 1997

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

Re: AAVANTI TRAVEL SERVICE, INC.

200002330752--1

-10/27/97--01153--003
****131.25 ****131.25

Dear Sir or Madam:

Enclosed herewith please find an original and a copy of Articles of Incorporation for the above referenced corporation. In addition, a check in the sum of \$131.25 is enclosed for the filing fees, Certificate of Status of Incorporation, and Certified Copy of Articles of Incorporation. Please file the original of the enclosed Articles of Incorporation and return the Certificate and certified copies of the Articles of Incorporation to the undersigned. Thank you in advance for your attention to this matter.

Very truly yours,

Robert M. Panisch

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION

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

ARTICLE ONE: NAME

The name of the corporation shall be: AAVANTI TRAVEL SERVICE, INC.

ARTICLE TWO: DURATION

The Corporation shall have a perpetual existence.

ARTICLE THREE: PURPOSE

The purpose of this Corporation is to engage in any activities or business permitted under the laws of the United States of America and the State of Florida.

ARTICLE FOUR: PRINCIPAL OFFICE

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

AAVANTI TRAVEL SERVICE, INC.
2505 Davie Boulevard
Ft. Lauderdale, FL. 33312

ARTICLE FIVE: CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is Ten Thousand (10,000) Shares of common stock with no par value.

ARTICLE SIX: INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

Paul L. van Putten
2505 Davie Boulevard
Ft. Lauderdale, FL. 33312

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ARTICLE SEVEN: INCORPORATOR

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

Paul L. van Putten
10521 NW 18th Drive
Plantation, FL. 33322

ARTICLE EIGHT: INITIAL BOARD OF DIRECTORS

The initial Board of Directors shall consist of one member. The number of directors may be increased or decreased from time to time by vote of the stockholders. The names and addresses of the directors constituting the initial Board of Directors are:

Paul L. van Putten
10521 NW 18th Drive
Plantation, FL. 33322

ARTICLE TEN: CONTRACTS WITH OTHER CORPORATIONS

No contract or other transaction between this Corporation and any other corporation, trust, partnership or other business entity shall be in any way affected or invalidated by the fact that any of the Directors of this Corporation are pecuniarily or otherwise interested in, or are directors, officers, partners, beneficiaries, or trustees, of such other corporation, trust, partnership or other business entity. Any Director of this Corporation who is also interested in such other corporation or entity, 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 so interested, provided that his interest is disclosed or shall have been known to the Board of Directors or a majority thereof.



IN WITNESS WHEREOF, the undersigned incorporator has executed these
Articles of Incorporation this 17th day of October, 1997.


Paul L. van Putten, Incorporator

STATE OF FLORIDA)
)ss: PLANTATION
COUNTY OF BROWARD)

The foregoing Articles of Incorporation of AAVANTI TRAVEL
SERVICE, INC. were acknowledged before me this 17th day of October, 1997, by Paul L.
van Putten, as incorporator, and who is personally known to me.

My Commission Expires: 1/20/2001


Notary Public.....
 Barbara Glickman
Notary Public, State of Florida
Commission No. CC 599309
My Commission Exp. 01/20/2001
Bonded Through Fla. Notary Service & Bonding Co.

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 AAVANTI TRAVEL SERVICE, INC.
2. The name and address of the registered agent and office is:

Paul L. van Putten
2505 Davie Boulevard
Ft. Lauderdale, FL. 33312

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.


Paul L. van Putten

10/17/97
Date

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