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Member of Fla. and N.Y. Bar

June 24, 1997

Dep't of State
Division of Corporations
PO BOX 6327
Tallahassee, FL 32314

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-12/15/97--01058--015
***122.50 ***122.50

Re: WONDERFUL WORLD OF TRAVEL, INC

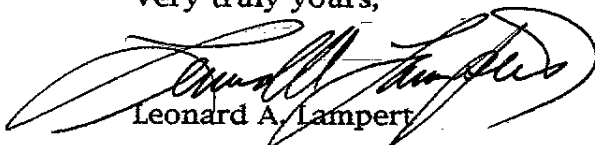
Dear Sirs,

Enclosed are Articles of Incorporation for filing along with a check in the sum of \$122.50 representing the following:

Filing Fee	\$35.00
Certified Copy	\$52.50
Resident Agent	\$35.00

Please return the Certified copy in the envelope provided.

Very truly yours,


Leonard A. Lampert

EFFECTIVE DATE

12-12-97

FILED
97 DEC 15 AM 9:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

9/12-10-97

ARTICLES OF INCORPORATION
OF
WONDERFUL WORLD OF TRAVEL, INC

FILED
97 DEC 15 AM 9:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of the corporation shall be WONDERFUL WORLD OF TRAVEL, INC.

EFFECTIVE DATE

12-12-97

ARTICLE II - TERM OF EXISTENCE

This corporation shall have perpetual existence commencing on the date of execution and acknowledgement of these articles.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of making investments of any nature and the transaction of any or all lawful businesses for which corporations may be incorporated under the laws of Florida and the United States.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue One Million (1,000,000) shares of One (\$.01) Cent par value voting common stock and One Million (1,000,000) shares of One (\$.01) Cent par value non-voting common stock. The capital stock may be paid for in cash or other property, labor or services actually performed at a just valuation as is determined by the shareholders.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the office of this corporation is 2222 Ponce De Leon, Suite 150, Coral Gables, Florida 33134 and the name and address of the initial registered agent of this corporation is WAYNE M. LAMPERT,

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have Two (2) directors initially. The number of directors may be increased or diminished from time to time by the By-Laws but shall never be less than One (1) nor more than Ten (10). The name and addresses of the initial directors of this corporation are:

Wayne M. Lampert, 2222 Ponce De Leon, Suite 150, Coral Gables, Florida 33134 and

Nina Meyer, 2222 Ponce De Leon, Suite 150, Coral Gables, Florida 33134

ARTICLE VII - INCORPORATOR

The name and address of the person signing these articles is Wayne M. Lampert, 2222 Ponce De Leon, Suite 150, Coral Gables, Florida 33134.

IN WITNESS WHEREOF, I have made, subscribed and acknowledged these Articles of Incorporation at Hollywood, Florida, this 12th day of December, 1997.

Wayne M. Lampert

STATE OF FLORIDA)
COUNTY OF BROWARD)

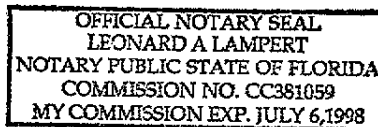
On this day, before me, an officer duly authorized to administer oaths and take acknowledgments in the County and State aforesaid, personally appeared WAYNE M. LAMPERT to me well known to be the incorporator described in and who executed the foregoing Articles and who acknowledged that she executed the same as such incorporator for the purposes therein expressed.

Witness my hand and official seal at Hollywood, Florida, this 12th day of December, 1997.

Leonard A. Lampert

NOTARY PUBLIC
State of Florida at Large

My Commission Expires:



EFFECTIVE DATE

12-12-97

APPOINTMENT OF RESIDENT AGENT

Having been named to accept service of process for WONDERFUL WORLD OF TRAVEL, INC 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.

Dated : December 12, 1997

Wayne M. Lampert

Wayne M. Lampert, Resident Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA