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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 DEC 15 PM 2:05

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OF COUNSEL

December 11, 1997

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

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-12/15/97--01122--017
****122.50 ****122.50

Re: **ONE WORLD TRAVEL, INC.**

Gentlemen:

Enclosed please find the original and one copy of Articles of Incorporation of **ONE WORLD TRAVEL, INC.**, together with our check in the amount of \$122.50 to cover the filing fees.

Please file the original Articles of Incorporation and return a certified copy to this office.

Thank you for your cooperation and assistance in this matter.

Very truly yours,


C. Page Lane

CPL:esn

Enclosures

21160.51

D. BROWN DEC 16 1997

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ARTICLES OF INCORPORATION
OF
ONE WORLD TRAVEL, INC.

ARTICLE I - NAME

The name of this corporation is **ONE WORLD TRAVEL, INC.**

ARTICLE II - DURATION

This corporation shall exist in perpetuity, commencing at the time of filing these articles with the Department of State.

ARTICLE III - PURPOSE

This corporation is organized for the specific purposes of retail travel services and for the purposes of transacting any other lawful business.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 500 shares of common stock, all of one class, at One (\$1.00) Dollar par value.

**ARTICLE V - INITIAL REGISTERED
OFFICE AND AGENT**

The street address of the principal office of this corporation is 2200 Alhambra Circle, Coral Gables, Florida 33134, and the name and address of the initial registered agent of this corporation is JULIA A. LANE, 880 San Pedro Avenue, Coral Gables, Florida 33156.

ARTICLE VI - INITIAL BOARD
OF DIRECTORS

This corporation shall have two directors initially. The number of directors may be either increased or decreased from time to time by the by-laws of the corporation or amendment thereto, but shall never be less than two.

The names and addresses of the initial directors of this corporation are:

NANCY S. COLE
2200 Alhambra Circle
Coral Gables, FL 33134

JULIA A. LANE
880 San Pedro Avenue
Coral Gables, FL 33156

ARTICLE VII - INCORPORATOR

The name and address of the person signing these articles is:

NANCY S. COLE
2200 Alhambra Circle
Coral Gables, FL 33134

ARTICLE VIII - BY-LAWS

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

ARTICLE IX - INDEMNIFICATION

This corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE X - MEETINGS BY
CONFERENCE TELEPHONE

Members of the Board of Directors may participate in regular and special meetings of the Board of Directors by means of conference telephone, as provided by law.


ARTICLE XI - INFORMAL
ACTION OF DIRECTORS

If all directors severally or collectively consent to any action taken or to be taken by this corporation and the writings evidencing their consent are filed with the Secretary of this corporation, then the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

ARTICLE XII - AMENDMENT

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

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation, this 11th day of December, 1997.



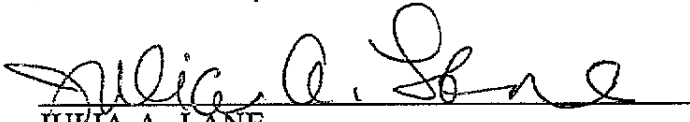
NANCY S. COLE - Subscriber

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ACCEPTANCE BY REGISTERED AGENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN ARTICLE V OF THESE ARTICLES OF INCORPORATION, THE UNDERSIGNED AGREES TO ACT IN THIS CAPACITY, AND FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF HIS DUTIES.

DATED THIS 11 DAY OF December, 1997.


JULIA A. LANE
Registered Agent

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