

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

P98000023416

Travel Advantage, Inc.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

98 MAR 12 AM 10:48

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- ☒ Art of Inc. File _____
- _____ LTD Partnership File _____
- _____ Foreign Corp. File _____
- _____ L.C. File _____
- _____ Fictitious Name File _____
- _____ Trade/Service Mark _____
- _____ 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 _____

DIVISION OF CORPORATIONS

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Signature _____

Requested by: JS

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Name _____

Date _____

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ARTICLES OF INCORPORATION
OF
TRAVEL ADVANTAGE, INC.

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DIVISION OF CORPORATIONS
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The undersigned, acting as Incorporator of a corporation under the Florida General Corporation Act, Florida Statutes, Chapter 607, adopts the following Articles of Incorporation for such corporation:

ARTICLE ONE - Name

The name of this corporation is TRAVEL ADVANTAGE, INC.

ARTICLE TWO - Duration

The period of its duration is perpetual.

ARTICLE THREE - Purpose

The purpose is to such extent as a corporation is organized under the corporation law of this state may now or hereafter lawfully do, to do, either as principal or agent and either alone or in connection with other corporations, firms, or individuals, all and everything necessary, suitable, convenient, or proper for, 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 interests of this corporation or to enhance the value of its business plan; and in general to do any and all things and exercise any and all

powers, rights, and privileges which a corporation may now or hereafter be organized to do or to exercise under the corporation laws of this state or under any act amending those laws, supplemental thereto, or substituted therefore.

ARTICLE FOUR - Capital Stock

The corporation is authorized to issue 1,000 shares, all of one class, at \$0.50 par value.

ARTICLE FIVE - Initial Registered Office and Agent

The name and address of the initial registered agent and office of this corporation is as follows:

Howard F. Ullman, Esq.
ULLMAN & ULLMAN, P.A.
515 East Las Olas Boulevard
Suite 1350
Fort Lauderdale, Florida 33301

ARTICLE SIX - Initial Board of Directors

The corporation shall have one director initially. The number of directors may be increased from time to time but shall never be less than one.

The name and addresses of the initial director of this corporation is:

<u>Name</u>	<u>Address</u>
Howard F. Ullman	ULLMAN & ULLMAN, P.A. 515 East Las Olas Boulevard Suite 1350 Fort Lauderdale, Fla. 33301

ARTICLE SEVEN - Incorporator

The name and address of the Incorporator signing this Articles of Incorporation is:

<u>Name</u>	<u>Address</u>
Howard F. Ullman	ULLMAN & ULLMAN, P.A. 515 East Las Olas Boulevard Suite 1350 Fort Lauderdale, Fla. 33301

ARTICLE EIGHT - Non-Resident Directors

Directors need not be residents of this state or shareholders unless Articles of Incorporation or Bylaws so require.

ARTICLE NINE - Meetings by Conference Telephone

Members of the Board of Directors may participate in special, regular and annual meetings of the board of directors by means of conference telephone or similar communications equipment as provided by law.

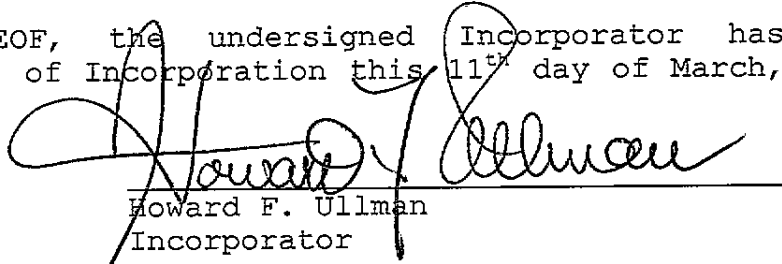
ARTICLE TEN - Informal Action of Directors

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

ARTICLE ELEVEN - Amendment of Articles

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

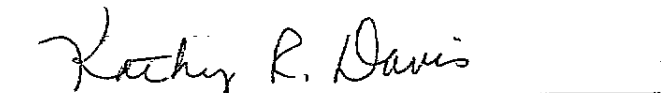
IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 11th day of March, 1998.

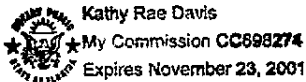

Howard F. Ullman
Incorporator

STATE OF FLORIDA)
) ss:
COUNTY OF BROWARD)

BEFORE ME, the undersigned authority, personally appeared Howard F. Ullman personally known to me and acknowledged to be the person who executed the foregoing Articles of Incorporation, and he acknowledged to and before me that he executed such instrument.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 11th day of March, 1998.


NOTARY PUBLIC, State of Florida At
Large



CERTIFICATE OF DESIGNATION OF INITIAL
REGISTERED AGENT AND INITIAL REGISTERED OFFICE

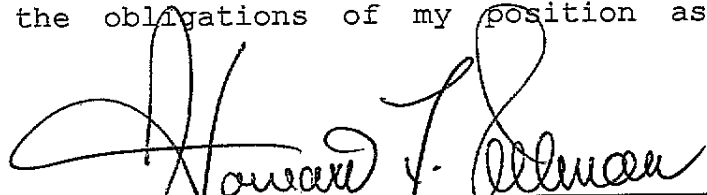
PURSUANT TO THE PROVISIONS OF SECTION 607.0202(1)(b),
FLORIDA STATUTES, THE UNDERSIGNED, SUBMITS THE FOLLOWING
STATEMENT IN DESIGNATING THE INITIAL REGISTERED OFFICE AND
INITIAL REGISTERED AGENT, IN THE STATE OF FLORIDA.

The name of the corporation is TRAVEL ADVANTAGE, INC.

The name and address of the initial registered agent and
the initial principal office is:

Howard F. Ullman, Esq.
ULLMAN & ULLMAN, P.A.
515 East Las Olas Boulevard
Suite 1350
Fort Lauderdale, Florida 33301

Having been named as registered agent 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.


Howard F. Ullman, Esq.
Dated: March 11, 1998

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