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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
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ACCT#: 072450003255

FAX #: (305)541-3770

NAME: STUDENT TRAVEL CONNECTIONS, INC.

AUDIT NUMBER.....H98000014768

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 4

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ARTICLES OF INCORPORATION

OF

STUDENT TRAVEL CONNECTIONS, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I. CORPORATE NAME

The name of this corporation is STUDENT TRAVEL CONNECTIONS, INC.

ARTICLE 2. PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation are
2450 Hollywood Boulevard, Suite 206, Hollywood, Florida 33020

ARTICLE 3. CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have
outstanding at any one time is 10,000 @ \$ 1.00 per value common shares.

ARTICLE 4. INITIAL REGISTERED AGENT AND OFFICE

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

Sharon Azoulay
8525 SW 92nd Street, B-9
Miami, FL 33156

ARTICLE 5. DIRECTORS

The number of directors of the corporation shall be fixed by the bylaws of the
corporation. The initial board of directors shall consist of 2 directors whose name and
addresses are as follows:

Charles Azoulay
8525 SW 92nd Street, B-9
Miami, Florida 33156

Betty G. Eichelbaum
2496 NW 49 Terrace
Coconut Creek, Florida 33063

Sharon L. Azoulay
8525 SW 92nd Street, B-9
Miami, FL 33156
FL Bar # 830984
Tel. (305) 270-0095

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ARTICLE 6. INCORPORATORS

The name(s) and street address (es) of the incorporator (s) of these articles of incorporation are:

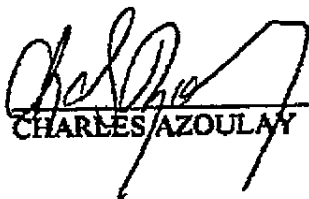
Charles Azoulay
8525 SW 92nd Street, B-9
Miami, Florida 33156

Betty G. Eichelbaum
2496 NW 49 Terrace
Coconut Creek, Florida 33063

ARTICLE 7, INDEMNIFICATION

The corporation shall indemnify to the fullest extent permitted by the Florida Business Corporation Act any person who has been made, or is threatened to be made, a party to an action, suit, or proceeding, whether civil, criminal, administrative, investigative, or otherwise (including an action, suit or proceeding by or in the right of the corporation), by reason of the fact that the person is or was a director or officer of the corporation, or a fiduciary within the meaning of the Employee Retirement Income Security Act of 1974 with respect to an employee benefit plan of the corporation, or serves or served at the request of the corporation as a director, or as an officer, or as a fiduciary of an employee benefit plan, of another corporation, partnership, joint venture, trust or other enterprise. In addition, the corporation shall pay for or reimburse any expenses incurred by such persons who are parties to such proceedings, in advance of the final disposition of such proceedings, to the full extent permitted by the Florida Business Corporation Act.

The undersigned incorporator has executed these Articles of Incorporation this 10 day of August, 1998.


CHARLES AZOULAY


BETTY G. EICHELBAUM

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ACCEPTANCE OF REGISTERED AGENT

Having been named as registered agent and designated to accept service of process for the above corporation, 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.

August 10th, 1998

Sharon L. Azoulay
SHARON L. AZOULAY

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TALLAHASSEE, FLORIDA

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