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GREENE, DONNELLY & SCHERMER

ATTORNEYS AT LAW

102 West Whiting Street, Suite 201
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JOSEPH BRENNAN DONNELLY, ESQUIRE

August 26, 1998

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State of Florida
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

Re: Professional Travel Consultants, Inc.

Dear Madam or Sir:

Enclosed are Articles of Incorporation for Professional Travel Consultants, Inc. Also enclosed is our check in the amount of \$122.50 as the filing fee.

If you have any questions, you may reach me at extension 210. Thank you.

Sincerely,

GREENE, DONNELLY & SCHERMER

JB Donnelly
Joseph B. Donnelly

JBD/pcb
Enclosures

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TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION
OF
PROFESSIONAL TRAVEL CONSULTANTS, INC.

The undersigned incorporator hereby executes these Articles of Incorporation for the purpose of forming a corporation for profit in accordance with the laws of the State of Florida.

ARTICLE I

The name of this corporation shall be:

PROFESSIONAL TRAVEL CONSULTANTS, INC.

ARTICLE II

Principal Office and Mailing Address

The address of the principal office and the mailing address of this corporation shall be:

100 South Ashley Drive
Suite 200
Tampa, FL 33602

ARTICLE III

Capital Stock

The aggregate number of shares of capital stock authorized to be issued by this corporation shall be 1,000,000 shares of common stock with a par value of \$.01 per share. Each share of said stock shall entitle the holder thereof to one vote at every annual or special meeting of the stockholders of this corporation. The consideration for the issuance of said shares of capital stock may be paid, in whole or in part, in cash, in promissory notes, in other property (tangible or intangible), in labor or services actually performed for this corporation, in promises to perform services in the future evidenced by a written contract, or in other benefits to this corporation at a fair valuation to be fixed by the Board of Directors. When issued, all shares of stock shall be fully paid and nonassessable.

ARTICLE IV

The initial registered office of this corporation shall be located at 102 West Whiting Street, Suite 201, Tampa, FL 33602, and the initial registered agent of this corporation at such office shall be Joseph B. Donnelly. This corporation shall have

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the right to change such registered agent and such registered office from time to time, as provided by law.

ARTICLE V

Board of Directors

The Board of Directors of this corporation shall consist of a number of directors to be fixed from time to time by the stockholders or the By-Laws. The business and affairs of this corporation shall be managed by the Board of Directors which may exercise all such powers of this corporation and do all such lawful acts and things as are not be law directed or required to be exercised or done only by the stockholders.

ARTICLE VI

Initial Board of Directors

The initial Board of Directors of this corporation shall consist of one (1) member, such member to hold office until her successor or successors have been duly elected and qualify. The name and street address of the initial director are:

| <u>Name</u> | <u>Address</u> |
|---------------|--|
| Gina D'Angelo | 100 South Ashley Drive Suite 200 Tampa, FL 33602 |

ARTICLE VII

Incorporator

The name and street address of the incorporator making these Articles of Incorporation are:

| <u>Name</u> | <u>Address</u> |
|--------------------|---|
| Joseph B. Donnelly | 102 West Whiting Street Suite 201 Tampa, FL 33602 |

ARTICLE VIII

Purpose and Duration

The general purpose for which this corporation is organized is the transaction of any and all lawful business for which corporations may be incorporated under the Business Corporation

Act of the State of Florida, and any amendments thereto, and in connection therewith, this corporation shall have and may exercise any and all powers conferred from time to time by law upon corporations formed under such Act. This corporation shall have perpetual existence.

ARTICLE IX

By-Laws

The power to adopt the By-Laws of this corporation, to alter, amend or repeal the By-Laws, or to adopt new By-Laws, shall be vested in the Board of Directors of this corporation.

ARTICLE X

Amendment of Articles of Incorporation

This corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation in the manner now or hereinafter prescribed by statute, and all rights conferred upon the stockholders herein are subject to this reservation.

ARTICLE XI

Affiliated Transactions

The provisions of Section 607.0901, Florida Statutes, relating to affiliated transactions, shall be inapplicable to this corporation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation for the uses and purposes therein stated.



Joseph B. Donnelly

PROFESSIONAL TRAVEL CONSULTANTS, INC.

ACCEPTANCE OF SERVICE AS REGISTERED AGENT

The undersigned, Joseph B. Donnelly, having been named as registered agent to accept service of process for the above-named corporation at the registered office designated in the Articles of Incorporation, hereby agrees and consents to act in that capacity. The undersigned is familiar with and accepts the duties and obligations of section 607.0505, Florida Statutes.

Dated on August 20, 1998.



Joseph B. Donnelly

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