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BURTON E. STRUBHAR

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November 11, 1998

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Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32301

Re: The Travel Shoppe of Pensacola, Inc.

Dear Ladies or Gentlemen:

Please find enclosed the original of the Articles of Incorporation and Designation of Residential Agent for the above-referenced corporation.

I would appreciate your filing the original and returning the copy duly certified to my office at the above letterhead address.

I have also enclosed my check in the amount of \$70.00 for your filing fee and \$8.75 for the certified copy.

If anything further is needed, please do not hesitate to contact me.

Very truly yours,


BURTON E. STRUBHAR

BES/hj

enclosures

DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION OF

The Travel Shoppe of Pensacola, Inc.

The undersigned subscriber to these articles, a natural person, competent to contract, hereby forms a corporation under the laws of the State of Florida, and under the following articles:

ARTICLE I - NAME

The name of this corporation shall be The Travel Shoppe of Pensacola, Inc., with a street address and mailing address of 10001 Hollowbrook Drive, Pensacola, Florida 32514-1863.

ARTICLE II - NATURE OF BUSINESS

This corporation shall engage in any activities or business permitted under the laws of the United States or of the State of Florida.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of one class denoted common stock having nominal par value of \$1.00 per share.

ARTICLE IV - TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 10001 Hollowbrook Drive, Pensacola, Florida 32514-1863. The name of the initial registered agent of this corporation is Burton E. Strubhar whose address is 703-5 South Palafox Street, Pensacola, Florida 32501.

ARTICLE VI - DIRECTORS

The business of the corporation shall be managed and its corporate powers exercised by a

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board of one or more directors. The corporation shall have one (1) director initially. The number of directors may be increased or decreased from time to time by by-laws adopted by the stockholders but there shall never be less than one.

ARTICLE VII - INITIAL DIRECTORS AND OFFICERS

The name and post office address of the initial director and the corporate officer is:

NAME	ADDRESS	OFFICE
Chiquita Pierce	10001 Hollowbrook Drive Pensacola, Florida 32514-1863	President/ Secretary-Treasurer

ARTICLE VIII - SUBSCRIBERS

The name and residence of the subscriber to these articles of incorporation is:

NAME	ADDRESS
Chiquita Pierce	10001 Hollowbrook Drive Pensacola, Florida 32514-1863

ARTICLE IX - PREEMPTIVE RIGHTS

Every shareholder, upon the sale of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE X - RESTRICTIONS ON SALE OF STOCK

The Corporation, subject to the priority of the corporation, and the remaining stockholders of the corporation shall have preference in the purchase of any shares of the capital stock of the corporation and any attempted sale of such shares of stock in violation of this provision shall be null and void. In case a stockholder, his/her personal representatives, heirs, devisees, legatees, pledgees, assignees, receivers, trustee in bankruptcy, or any other person holding under or in privity with any

stockholder desires to sell his/her shares of stock, he/she shall file notice in writing of such intention with the secretary of the corporation stating the terms of the bona fide offer which he/she has received, and unless the terms of such offer are accepted within ten (10) days, it shall be deemed to have waived its privilege of purchasing. In the event that the corporation is legally unable to purchase such stock or otherwise waives its privilege or purchasing, the secretary of the corporation shall mail written notice to all remaining stockholders, by certified mail, return receipt requested, advising them of the terms of such bona fide offer, and unless the terms of such offer are accepted by any or all of the other stockholders within ten (10) days from the date of mailing such notice they shall be deemed to have waived their privilege of purchasing and the stockholders, or the person in privity with him/her, desiring to sell shall be at liberty to effect a sale upon the terms of such bona fide offer. No stockholder may cause the corporation or the remaining stockholders to waive their privilege of purchasing until such stockholder has received a bona fide offer for the purchase of such shares. Neither the corporation nor the remaining stockholders (collectively) may exercise their privilege of purchasing as to any shares of stock less than the total number of shares involved in such bona fide offer.

Chiquita Pierce
CHIQUITA PIERCE

STATE OF FLORIDA
COUNTY OF ESCAMBIA

The foregoing instrument was acknowledged before me this 3rd day of November, 1998, by CHIQUITA PIERCE, who (✓) is personally known by me, or who () has produced _____ as identification, who acknowledged that he subscribed to those Articles.



"OFFICIAL SEAL"
Holly M. Johnson
My Commission Expires 9/24/2001
Commission #CC 683467
Bonded Thru Old Republic Surety, Co.

Holly M. Johnson
NOTARY PUBLIC
Print: Holly M. Johnson

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT
UPON WHOM PROCESS MAY BE SERVED**

In pursuant of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

FIRST: That The Travel Shoppe of Pensacola, Inc., desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, at the City of Pensacola, County of Escambia, State of Florida, has named BURTON E. STRUBHAR, located at 703-5 South Palafox Street, Pensacola, State of Florida, 32501, as its agent to accept service of process within this State.

Having been named to accept service of process for the above-named corporation at the place designated in this certificate, I hereby agree to act in this capacity and agree to comply with the provisions of said Act relative to keeping open said office.


BURTON E. STRUBHAR - Resident Agent

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