

P98000105336



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 069313 4331939

AUTHORIZATION : Patricia Pigute

COST LIMIT : \$ 78.75

ORDER DATE : December 17, 1998

ORDER TIME : 2:27 PM

000002715140--6

ORDER NO. : 069313-005

CUSTOMER NO: 4331939

CUSTOMER: Ms. Jill Zammass
GREENBERG TRAUIG HOFFMAN
GREENBERG TRAUIG HOFFMAN
515 East Las Olas Boulevard
Suite 1500
Fort Lauderdale, FL 33301

DOMESTIC FILING

NAME: LIFESTYLE ACQUISITION CORP.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janice Vanderslice

EXAMINER'S INITIALS:

509
W98-28277

12/18/98

RECEIVED
58 DEC 17 PM 3:25

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 DEC 17 PM 4:46



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 DEC 17 PM 4:46

December 17, 1998

CSC NETWORKS
1201 HAYS STREET
TALLAHASSEE, FL 32301

SUBJECT: LIFESTYLE ACQUISITION CORP.
Ref. Number: W98000028277

RESUBMIT

Please give original
submission date as file date.

We have received your document for LIFESTYLE ACQUISITION CORP. and the authorization to debit your account in the amount of \$78.75. However, the document has not been filed and is being returned for the following:

The name of the entity must be identical throughout the document.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6973.

Claretha Golden
Document Specialist

Letter Number: 798A00059469

**ARTICLES OF INCORPORATION
OF
LIFESTYLE ACQUISITION CORP.**

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(a Florida corporation)

ARTICLE I - NAME

The name of the Corporation is **LIFESTYLE ACQUISITION CORP.** (hereinafter called the "Corporation").

ARTICLE II - CAPITAL STOCK

The aggregate number of shares of capital stock which the Corporation shall have the authority to issue is 1,000 shares of Common Stock, par value \$.01 per share.

ARTICLE III - MAILING ADDRESS

The current mailing address of the principal place of business of the Corporation is c/o Travel Services International, Inc., 220 Congress Park Drive, Delray Beach, FL 33445.

ARTICLE IV - INITIAL BOARD OF DIRECTORS

The Corporation's Board of Directors (the "Board") shall consist of not fewer than one (1) nor more than nine (9) directors, and shall initially consist of nine (9) directors. The number of directors within these limits may be increased or decreased from time to time as provided in the By-laws of the Corporation. The names and addresses of the initial directors of the Corporation are as follows:

JILL M. VALES
220 Congress Park Drive
Suite 300
Delray Beach, Florida 33445

SUZANNE B. BELL
220 Congress Park Drive
Suite 300
Delray Beach, Florida 33445

ARTICLE V - INITIAL REGISTERED AGENT

The street address of the initial registered office of the Corporation is 1201 Hays Street, Tallahassee, FL 32301. The name of the initial registered agent of the Corporation at that address is Corporation Service Company.

ARTICLE VI - INCORPORATOR

The name and address of the incorporator of the Corporation is Melissa H. Siesel, 515 E. Las Olas Boulevard, Ft. Lauderdale, FL 33302.

ARTICLE VII - LIMITATION ON DIRECTOR LIABILITY

A director shall not be personally liable to the Corporation or the holders of shares of capital stock for monetary damages for breach of fiduciary duty as a director, except (i) for any breach of the duty of loyalty of such director to the Corporation or such holders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 607.0831 of the Florida Business Corporation Act (the "FBCA"), or (iv) for any transaction from which such director derives an improper personal benefit. If the FBCA is hereafter amended to authorize the further or broader elimination or limitation of the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the FBCA, as so amended. No repeal or modification of this Article VII shall adversely affect any right of or protection afforded to a director of the Corporation existing immediately prior to such repeal or modification.

ARTICLE VIII - INDEMNIFICATION

The Corporation shall indemnify and advance expenses to, and may purchase and maintain insurance on behalf of, its officers and directors to the fullest extent permitted by law as now or hereafter in effect. Without limiting the generality of the foregoing, the By-laws may provide for indemnification and advancement of expenses to officers, directors, employees and agents on such terms and conditions as the Board may from time to time deem appropriate or advisable.

ARTICLE IX - BY-LAWS

The Board shall have the power to adopt, amend or repeal the By-laws of the Corporation or any part thereof.

ARTICLE X - AMENDMENT

These Articles of Incorporation may be altered, amended or repealed by the shareholders of the Corporation in accordance with the applicable provisions of Florida law.

IN WITNESS WHEREOF, the incorporator has executed these Articles of Incorporation of LIFESTYLE ACQUISITION CORP. this 16th day of December, 1998.

Melissa H. Siesel

Melissa H. Siesel
Incorporator

**CONSENT OF REGISTERED AGENT
OF
LIFESTYLE ACQUISITION CORP.**

The undersigned, _____ Corporation Service Company, whose business address is 1201 Hays Street, Tallahassee, Florida 32301, hereby accepts appointment as the initial registered agent of LIFESTYLE ACQUISITION CORP. a Florida corporation, and accepts the obligations provided for in Section 607.0505, Florida Statutes.

Deborah R. Skipper

Corporation Service Company
Registered Agent

FTL/ZAMMASJ/240519/5513011.DOC/12/16/98/23409.012600

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