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NIEVES, MELON TAX &
ACCOUNTING SERVICES, INC.
439 W. VINE ST.
KISSIMMEE, FL 34741

June 9, 1999

Florida Department of State
Bureau of Corporate Records
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Dear sirs: —

Enclosed you will find the articles of incorporation for
Promotravel South, Inc., along with a check for
\$70.00 for filing, certified copy, and registered agent
designation fees.

000002904210--8
-06/14/99-01142-018
*****70.00 *****70.00

Please send acknowledgement to:

Nieves, Melon Tax & Accounting Services, Inc.
439 W. Vine St.
Kissimmee, Florida 34741

FILED
99 JUN 14 PM 2:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION
OF
PROMOTRAVEL SOUTH, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator makes, acknowledges, and files with the Department of State of the State of Florida, these Articles of Incorporation for the purpose of forming a corporation for profit under the laws of the State of Florida.

ARTICLE I
Name and Address

The name of this corporation shall be Promottravel South, Inc., and its principal place of business shall be 8901 Southern Breeze Drive, Orlando, Florida, 32836; but it may establish branch offices at any other points deemed advisable by its board of directors within the State of Florida.

ARTICLE II
Term of Existence

This corporation shall have a perpetual existence.

ARTICLE III
Nature of Business

The purpose or purposes for which the corporation is organized is to engage or transact in any and all lawful activities or business and to do everything necessary, proper, advisable, or convenient for the accomplishment of said purposes, and to do all other things incidental to them or connected with them that are not forbidden by the Florida corporation laws or by any other law, or by these Articles of Incorporation, and to carry out the said purposes in any state, territory, district, or possession of the United States, or in any foreign country, to the extent that these purposes are not forbidden by the law of the State, territory, district, or possession of the United States, or by the foreign country.

ARTICLE IV
Capital Structure

The maximum number of shares of stock that this corporation is authorized to have at any one time is ONE THOUSAND (1000) shares of common stock, having no par value.

ARTICLE V
Initial Registered Agent and Registered Office

The initial registered agent of this corporation shall be Odette Morillo Batlle. The street address of the initial registered office of this corporation is 8901 Southern Breeze Drive, Orlando, Florida, 32836.

ARTICLE VI
Board of Directors

There shall be a Board of Directors for this corporation which shall consist of not less than two (2), except for the number constituting the initial Board of Directors, the number of directors shall be decided by resolution of the shareholders.

ARTICLE VII
Initial Board of Directors

The names and street addresses of the members of the initial Board of Directors of this corporation, who, subject to these Articles of Incorporation and the laws of the State of Florida, shall hold office until the first annual meeting of the shareholders or until their successors are elected and qualified, or until their resignations, removal from office or deaths:

Name	Address
Leo Morillo	--8901 Southern Breeze Drive Orlando, Florida 32836
Odette Morillo Batlle	--8901 Southern Breeze Drive Orlando, Florida 32836

ARTICLE VIII
Incorporator

The name and street address of the incorporator is:

Name	Address
Odette Morillo Batlle	--8901 Southern Breeze Drive Orlando, Florida 32836

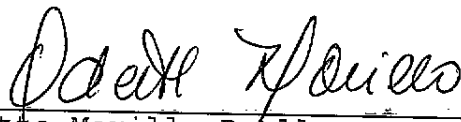
ARTICLE IX
Bylaws

The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors or the shareholders.

ARTICLE X
Amendment of Articles of Incorporation

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, propose by them to the stockholders and approved at a stockholders meeting by at least a majority of the stock entitled to vote, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF the incorporator executed these Articles of Incorporation this 9th day of June, 1999.


Odette Morillo Batlle, Incorporator

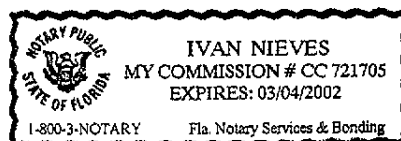
STATE OF FLORIDA
COUNTY OF OSCEOLA

Before me personally appeared Odette Morillo Batlle, to me well known and known to me to be the individual described in and who executed the above foregoing Articles of Incorporation, and acknowledged before me that the above individual executed the same for the purposes therein expressed.

WITNESS my hand and official seal in the county and state named above this 9th day of June, 1999.


Notary Public

My commission expires:

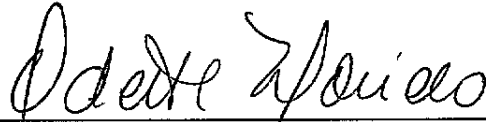


CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THE STATE OF FLORIDA, NAMING AGENT UPON
WHOM PROCESS MAY BE SERVED.

In compliance with the Florida Business Corporation Act, the
following is submitted:

That Promotravel South, Inc., desiring to organize or qualify
under the laws of the State of Florida, with its principal place of
business at City of Orlando, State of Florida, has named Odette
Morillo Batlle, located at 8901 Southern Breeze Drive, Orlando,
Florida, 32836, as its agent to accept service of process within
Florida.

Having been named to accept service of process for the above
stated corporation, at the place designated in this certificate, I
hereby agree to act in this capacity, and I further agree to comply
with the provisions of all statutes relative to the proper and
complete performance of my duties.



Odette Morillo Batlle
Registered Agent

FILED

99 JUN 14 PM 2:06

SECRETARY OF STATE
TALLAHASSEE, FLORIDA