

Division of Corporations

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FLORIDA PROFIT CORPORATION OR P.A.

Travel Awards Network, Inc.

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ARTICLES OF INCORPORATION
OF
TRAVEL AWARDS NETWORK, INC.
A FLORIDA CORPORATION

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TALLAHASSEE FLORIDA

The undersigned, acting as Incorporator of TRAVEL AWARDS NETWORK, INC., a Florida corporation (the "Corporation") under the Florida Business Corporation Act, Chapter 607 of the Florida Statutes, hereby adopts the following Articles of Incorporation for such Corporation:

ARTICLE I

NAME

The name of the Corporation is TRAVEL AWARDS NETWORK, INC. and the street address of the initial principal office of the Corporation is 4910 Blue Lake Drive, Suite 200, Boca Raton, Florida 33431.

ARTICLE II

PURPOSE

The Corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under the laws of the State of Florida.

ARTICLE III

CAPITAL STOCK

The Corporation is authorized to issue One Hundred Thousand (100,000) shares of One Dollar (\$1.00) par value Common Stock.

PREPARED BY: Gerald W. Gritter, Esq.
English, McCaughan & O'Brien, P.A.
100 Northeast Third Avenue, Suite 1100
Fort Lauderdale, Florida 33301
(954) 462-3300
Florida Bar No. 0282170

FAX AUDIT NO. H99000016159 8

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ARTICLE IV

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is 100 Northeast Third Avenue, Suite 1100, Fort Lauderdale, Florida 33301, and the name of the initial Registered Agent of the Corporation at that address is EMO Corporate Services, Inc.

ARTICLE V

INITIAL BOARD OF DIRECTORS

The Corporation shall initially have three Directors to hold office until the first Annual Meeting of Shareholders and their successors shall have been duly elected and qualified, or until their earlier resignation, removal from office or death. The names and addresses of the initial Directors of the Corporation are:

<u>Name</u>	<u>Address</u>
Ernie DiMartino	4910 Blue Lake Drive, Suite 200, Boca Raton, FL 33431
Ben K. O'Dell	4910 Blue Lake Drive, Suite 200, Boca Raton, FL 33431
Paul Schryver	4910 Blue Lake Drive, Suite 200, Boca Raton, FL 33431

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FAX AUDIT NO. H99000016159 8

ARTICLE VI

INCORPORATOR

The name and address of the Incorporator of the Corporation is:

Name

Address

Ernie DiMartino

4910 Blue Lake Drive, Suite 200
Boca Raton, FL 33431

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 1st day of July, 1999.



ERNIE DIMARTINO, Incorporator

FAX AUDIT NO. H99000016159 8

FAX AUDIT NO. H99000016159 8

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

Having been named as Registered Agent to accept service of process for TRAVEL AWARDS NETWORK, INC. at the place designated in the foregoing Articles of Incorporation, I hereby accept the appointment as Registered Agent and agree to act in this capacity. I further agree to comply with the provisions of the Florida Business Corporation Act 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.

EMO CORPORATE SERVICES, INC.

Dated: July 1, 1999By: Patrice A. Hunter
PATRICE A. HUNTER, Assistant Secretary
Initial Registered Agent

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