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Florida Department of State

Division of Corporations

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Katherine Harris, Secretary of State

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Fax Number : (850) 922-4001

From: Account Name : FAS-T CORP. AGENTS, INC.
Account Number : 071001002335
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FLORIDA PROFIT CORPORATION OR P.A.

TRAVEL CLUB USA, CORP.

Certificate of Status	0
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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

July 6, 1999

FAS-T

SUBJECT: TRAVEL CLUB USA, CORP.
REF: W99000015543

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

THE CERTIFICATE PAGE MUST LIST THE REGISTERED AGENTS NAME.

If you have any further questions concerning your document, please call (850) 487-6067.

Neysa Culligan
Document Specialist

FAX Aud. #: H99000016409
Letter Number: 599A00035091

ARTICLES OF INCORPORATION
OF
TRAVEL CLUB USA, CORP.

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopt(s) the following Articles of incorporation.

ARTICLE I NAME

The name of the corporation shall be:
TRAVEL CLUB USA, CORP.

The principal place of business of this corporation shall be: 10250 NW 25 Street Suite #204 Miami, Florida 33126

ARTICLE II NATURE OF BUSINESS

This corporation may engage in or transact any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation.

ARTICLE III CAPITAL STOCK

The aggregate number of shares of stock and its value that this corporation is authorized to have outstanding at any one time is: 1,000 Shares \$1.00 Par Value

ARTICLE IV TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE V OFFICERS DIRECTORS

The name(s) and street address(es) of the initial officer(s) and director(s), if any, who shall hold office the first year of the corporation's existence or until their successor(s) is(are) elected, is(are):

KAREN BORGES (PRESIDENT/25% OF THE SHARES)
8229 SW 107 Ave. #C
Miami, Florida 33173

ANGELA MONTIEL (VICE-PRESIDENT/25% OF THE SHARES)
8225 SW 107 Ave #C
Miami, Florida 33173

MIRIAM ELIZABETH RODRIQUEZ PINEDA (50% OF THE SHARES)
7450 Sand Lake Commons Boulevard
Orlando, Florida 32819

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ARTICLE VI INCORPORATOR(S)

The name(s) and street address(es) of the incorporator(s) to this articles of incorporation is(are):

KAREN BORGES 8229 SW 107 Ave. #C Miami, Florida 33173

IN WITNESS WHEREOF, the undersigned incorporator(s)
has (have) executed these Articles of Incorporation
this, 7 day of July 1999

Signature(s) of Incorporator(s)

Karen Borges

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CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.325, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation:

TRAVEL CLUB USA, CORP.

2. The name and address of the registered agent and office is: KAREN BORGES

10250 N.W. 25 STREET SUITE # 204.

(P.O. BOX NOT ACCEPTABLE)

Miami - FL 33126

(CITY/STATE/ZIP)

SIGNATURE Karen Borges

TITLE President

DATE 07/06/99

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, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325, FLORIDA STATUTES.

SIGNATURE Karen Borges

DATE 07/08/99