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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032

REFERENCE : 333724 7190571

AUTHORIZATION : *Patricia Pignato*

COST LIMIT : \$ 70

ORDER DATE : August 6, 1999

ORDER TIME : 2:52 PM

ORDER NO. : 333724-005

CUSTOMER NO: 7190571

900002953389--1

CUSTOMER: Ms. Carol Mariotti  
MS CAAROL MARIOTTI  
MS CAAROL MARIOTTI  
3975 St. Johns Avenue

Jacksonville, FL 32205

DOMESTIC FILING

NAME: WAYPOINTS UNLIMITED, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Christine Lillich

EXAMINER'S INITIALS:

*PH 8/9/99* ✓

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99 AUG -6 PM 4:46  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

WAYPOINTS UNLIMITED, INC.

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

WAYPOINTS UNLIMITED, INC.

The address of the principal office of this corporation shall be 3975 Saint Johns Avenue, Jacksonville, Florida 32205, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in 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 maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,500 shares of common stock having no par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 1201 Hays Street, Tallahassee, Florida 32301, and the name of the initial registered agent of the corporation at that address is Corporation Service Company.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have one Director, initially. The name and address of the initial member of the Board of Directors is:

Carol Mariotti	3975 St. Johns Avenue
Dir.	Jacksonville, Florida, 32205

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ARTICLE VII. INCORPORATOR

SECRETARY OF STATE  
PALM BEACH, FLORIDA

The name and street address of the incorporator of these Articles of Incorporation:

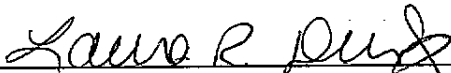
The Company Corporation  
1013 Centre Road  
Wilmington, Delaware 19805

The undersigned incorporator has executed these Articles of Incorporation on August 6, 1999.

  
Its Agent, Laura R. Dunlap

ACCEPTANCE OF REGISTERED AGENT DESIGNATED  
IN ARTICLES OF INCORPORATION

Corporation Service Company, a Delaware corporation authorized to transact business in this State, having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

By:   
Its Agent, Laura R. Dunlap

Authorized Service Representative  
Corporation Service Company

CRL