

P990000 85583

September 7, 1999

Secretary of State
Incorporation Division
409 E Gaines Street
Tallahassee, FL 32399

100002981671--6
-09/08/99-01098-015
*****78.75 *****78.75

To Whom It May Concern:

Enclosed please find a copy of the Articles of Incorporation for Travel Services, Inc. and a check for Seventy Eight Seventy Five (\$78.75). At your earliest convenience, please fully execute said document and return in the provided UPS envelope.

Should you have any questions, please call me at 407-839-8891. Thank you for your assistance.

Most Sincerely Yours,



Barbara E. Barnette
Secretary

Enclosures

FILED
99 SEP - 8 AM 10: 27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

9-7-99
EFFECTIVE DATE

9/28/99 TS



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

September 15, 1999

BARBARA E. BARNETTE
1 S. ORANGE AVE.
ORLANDO, FL 32801

US Travel Services, Inc.

SUBJECT: TRAVEL SERVICES, INC.
Ref. Number: W99000021169

We have received your document for TRAVEL SERVICES, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

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) 487-6927.

Tracy Smith
Document Specialist

Letter Number: 799A00045319

**ARTICLES OF INCORPORATION
OF
U.S. TRAVEL SERVICES, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

Corporate Name and Principal Office

U.S. Travel Services, Inc.

The name of this corporation ~~Travel Services, Inc.~~ and its principal office and mailing address is 1931 South Prairie Dunes Court, Oviedo, FL 32765.

ARTICLE II

Commencement of Corporate Existence

The corporation shall come into existence on September 7, 1999.

ARTICLE III

General Nature of Business

This corporation may engage in any activity or business permitted under the laws of the United States or of the State of Florida.

ARTICLE IV

Common Capital Stock

The aggregate number of shares of common stock that this corporation shall be authorized to have outstanding at any one time shall be one thousand shares of common stock at .001 par value. Each share of issued and outstanding common stock shall entitle the holder thereof to participate in all shareholder meetings, to cast one vote on each matter with respect to which shareholders have the right to vote, and to share ratably in all dividends and other distributions declared and paid with respect to the common stock, as well as in the net assets of the corporation upon liquidation or dissolution.

ARTICLE V

Preferred Stock

The aggregate number of shares of preferred stock that this corporation shall be authorized to have outstanding at any one time shall be one (1) thousand shares at .001 par value. The corporation may divide and issue the preferred shares in series,

9-7-99
EFFECTIVE DATE

designated to distinguish each series from the shares of other series. The Board of Directors is hereby specially vested with authority to divide the classed of preferred shares in to series so established to the full extent permitted by the Articles of Incorporation and laws in the State of Florida in respect to the following: (a) the number of shares to constitute such series, and the distinctive designation thereof; (b) the rate and preference of dividends, if any, time of payment of dividends, whether dividends are cumulative and the date from which any dividend shall accrue; (c) whether shares may be redeemed and, if so, the redemption price and terms and condition of redemption; (d) the amount payable upon shares in the event of involuntary liquidation; (e) the amount payable upon shares in the event of voluntary liquidation; (f) sinking fund or other provisions, if any; for the redemption or purchase of shares (g) the terms and conditions o which shares may be converted if the share of any series are issued with the privilege of conversion; (h) voting powers, if any; and (I) any other relative rights and preferences of the shares of such series, including, without limitation, and restriction on an increase in the number of shares of any series theretofore authorized and any limitation or restriction of rights and powers to which shares of any further series shall be subject.

ARTICLE VI

Initial Registered Office and Agent

The street address of the initial registered office of the corporation shall be 1931 South Prairie Dunes Court, Oviedo, FL 32765, and the initial registered agent of the corporation at such address is Douglas Kaplan.

ARTICLE VII

Incorporator

The name and address of the corporation's incorporator is:

Name:	Douglas Kaplan	Address:	1931 South Prairie Dunes Court
			Oviedo, FL 32765

ARTICLE VIII

By-Laws

The power to adopt, alter, amend or repeal by-laws of this corporation shall be vested in its shareholders and separately in its Board of Directors, as prescribed by the by-laws of the corporation.

ARTICLE IX

Indemnification

If in the judgment of a majority of the entire Board of Directors, (excluding from such majority any director under consideration for indemnification), the criteria set forth in 607.0850(1) or (2), Florida Statutes, as then in effect, have been met, then the corporation shall indemnify any director, officer, employee, or agent thereof, whether current or former, together with his or her personal representative, devisees or heirs, in the manner and to the extent contemplated by 607.0850, as then in effect, or by any successor law thereto.

IN WITNESS THEREOF, the undersigned has executed these Articles this 7th day of September 1999.

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TALLAHASSEE, FLORIDA

CERTIFICATE DESIGNATING REGISTERED AGENT

Pursuant to the provisions of 48.091 and 607.0501, Florida Statutes, Travel Services, Inc., desiring to organize under the laws of the State of Florida, hereby designate Douglas Kaplan, an individual resident of the State of Florida, as its Registered Agent for the purpose of accepting service of process within such State and designates 1931 South Prairie Dune Court, Oviedo, Florida 32765, the office of its Registered Agent, as its Registered Office.

By: *Jay* ^{US Travel Services, Inc.}
Incorporator

ACKNOWLEDGMENT

I hereby accept my appointment as Registered Agent of the above named corporation, acknowledgment that I am familiar with and accept the obligation imposed by Florida law upon that position, and agree to act as such in accordance with provisions of 48.091 and 607.0505, Florida Statutes.

Douglas Kaplan
Registered Agent