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AT CORPORATION SYSTEM

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660 East Jefferson Street
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CORPORATION(S) NAME

Trust International Hotel Reservation Services, Inc.

- Profit *Arts of Inc.*
- NonProfit
- Limited Liability Co.
- Foreign
- Limited Partnership
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STATE OF FLORIDA
ARTICLES OF INCORPORATION
OF

TRUST INTERNATIONAL HOTEL RESERVATION SERVICES, INC.

FIRST: THE CORPORATE NAME THAT SATISFIES THE REQUIREMENTS OF SECTION 607.0401 IS: TRUST INTERNATIONAL HOTEL RESERVATION SERVICES, INC.

SECOND: THE STREET ADDRESS OF THE INITIAL PRINCIPAL OFFICE AND, IF DIFFERENT, THE MAILING ADDRESS OF THE CORPORATION IS: Suite 1129, 1155 S. SEMORAN BOULEVARD, WINTER PARK, FLORIDA 32792.

THIRD: THE NUMBER OF SHARES THE CORPORATION IS AUTHORIZED TO ISSUE IS TWO HUNDRED (200) WITHOUT PAR VALUE.

FOURTH: (a) IF THE SHARES ARE TO BE DIVIDED INTO CLASSES, THE DESIGNATION OF EACH CLASS IS:

(b) STATEMENT OF THE PREFERENCES, LIMITATIONS AND RELATIVE RIGHTS IN RESPECT OF THE SHARES OF EACH CLASS:

<u>CLASS</u>	<u>PREFERENCES</u>	<u>LIMITATIONS</u>	<u>RELATIVE RIGHTS</u>
*****	*****	*****	*****

FIFTH: (a) IF THE CORPORATION IS TO ISSUE THE SHARES OF ANY PREFERRED OR SPECIAL CLASS IN SERIES, THE DESIGNATION OF EACH SERIES IS:

(b) STATEMENT OF THE VARIATIONS IN THE RELATIVE RIGHTS AND PREFERENCES AS BETWEEN SERIES INSOFAR AS THE SAME ARE TO BE FIXED IN THE ARTICLES OF INCORPORATION:

<u>SERIES</u>	<u>RELATIVE RIGHTS</u>	<u>PREFERENCES</u>
*****	*****	*****

(c) STATEMENT OF ANY AUTHORITY TO BE VESTED IN THE BOARD OF DIRECTORS TO ESTABLISH SERIES AND FIX AND DETERMINE THE VARIATIONS IN THE RELATIVE RIGHTS AND PREFERENCES BETWEEN SERIES:

SIXTH: PROVISIONS GRANTING PREEMPTIVE RIGHTS ARE:

SEVENTH: PROVISIONS FOR THE REGULATION OF THE INTERNAL AFFAIRS OF THE CORPORATION ARE:

EIGHTH: THE STREET ADDRESS OF THE INITIAL REGISTERED OFFICE OF THE CORPORATION IS: c/o C T CORPORATION SYSTEM, 1200 SOUTH PINE ISLAND ROAD, CITY OF PLANTATION, FLORIDA 33324, AND THE NAME OF ITS REGISTERED AGENT AT SUCH ADDRESS IS C T CORPORATION SYSTEM.

NINTH: THE NUMBER OF DIRECTORS CONSTITUTING THE INITIAL BOARD OF DIRECTORS OF THE CORPORATION IS ONE (1); THE NAME(S) AND ADDRESS(ES) OF THE PERSON(S) WHO IS TO SERVE AS DIRECTOR(S) UNTIL THE FIRST ANNUAL MEETING OF SHAREHOLDERS OR UNTIL HIS SUCCESSOR IS ELECTED AND SHALL QUALIFY IS: MARK H. BERGER, ESQ., BERGER & STEINER LLP, 747 THIRD AVE, NEW YORK, NY 10017-2803.

TENTH: THE NAME AND ADDRESS OF EACH INCORPORATOR IS:

MARK H. BERGER, ESQ. c/o BERGER & STEINER LLP, 747 THIRD AVE, NEW YORK, NY 10017-2803.

THE UNDERSIGNED HAS EXECUTED THESE ARTICLES OF INCORPORATION

THIS 31st DAY OF July, 1997

SIGNATURE/TITLE

Mark H. Berger

MARK H. BERGER, DIRECTOR

ACCEPTANCE BY THE REGISTERED AGENT AS REQUIRED IN SECTION 607.0501(3) F.S.: CT CORPORATION SYSTEM IS FAMILIAR WITH AND ACCEPTS THE OBLIGATIONS PROVIDED FOR IN SECTION 607.0505.

C T CORPORATION SYSTEM

DATED August 1, 1997

BY *Sundi Weinberger*
Assistant Secretary
and
Team Leader

FILED
9:41:05 -5 PH 4:02
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