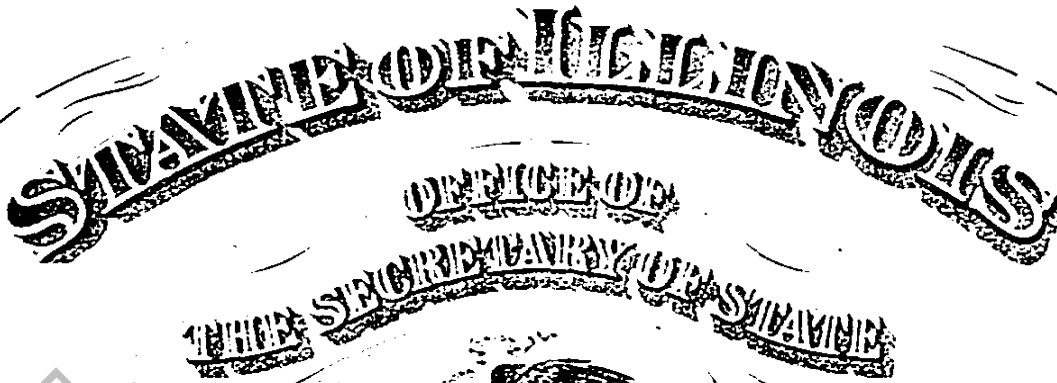


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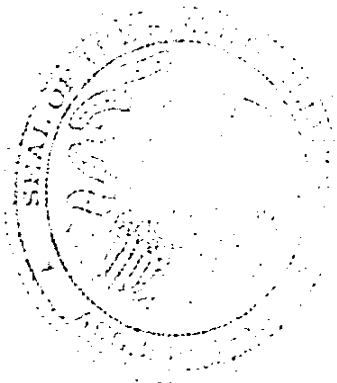
87-1757-17

**Whereas,** ARTICLES OF INCORPORATION OF PRONTO TRAVEL INCORPORATED INCORPORATED UNDER THE LAIS OF THE STATE OF ILLINOIS HAVE BEEN FILED IN THE OFFICE OF THE SECRETARY OF STATE AS PROVIDED BY THE BUSINESS CORPORATION ACT OF ILLINOIS, IN FORCE JULY 1, A.D. 1984.

*Now Therefore, I, Jim Edgar, Secretary of State of the State of Illinois, by virtue of the powers vested in me by law, do hereby issue this certificate and attach hereto a copy of the Application of the aforesaid corporation.*

**In Testimony Whereof,** I hereto set my hand and cause to be affixed the Great Seal of the State of Illinois.

*at the City of Springfield, this* \_\_\_\_\_ **19TH**  
*day of* **AUGUST** *AD. 19* **87** *and*  
*of the Independence of the United States*  
*the two hundred and* \_\_\_\_\_ **12TH**.



*Jim Edgar*  
\_\_\_\_\_  
SECRETARY OF STATE

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JIM EDGAR

Secretary of State  
State of Illinois

ARTICLES OF INCORPORATION

Submit in Duplicate  
Payment must be made by Certified Check, Cashier's Check, Illinois Attorney's Check, Illinois C.P.A.'s Check or Money order, payable to "Secretary of State".  
**DO NOT SEND CASH!**

This Space For Use By Secretary of State  
Date 8-19-87  
License Fee \$ 25.00  
Franchise Tax \$ 75.00  
Filing Fee \$ 10.00  
Clerk C

Pursuant to the provisions of "The Business Corporation Act of 1983", the undersigned incorporator(s) hereby adopt the following Articles of Incorporation.

ARTICLE ONE The name of the corporation is Pronto Travel Incorporated  
*(shall contain the word "corporation", "company", "incorporated", "limited", or an abbreviation thereof)*

ARTICLE TWO The name and address of the initial registered agent and its registered office are:

Registered Agent: Sherwin R. Rubinstein  
*(First Name Middle Name Last Name)*

Registered Office: 7250 North Cicero Suite 200  
*(Number Street Suite # (A.P.O. Box alone is not acceptable!))*  
Lincrood 60646 Cook  
*(City Zip Code County)*

ARTICLE THREE The purpose or purposes for which the corporation is organized are:  
*(If not sufficient space to cover this point, add one or more sheets of this size.)* 144

see attached

ARTICLE FOUR Paragraph 1: The authorized shares shall be:

Class	*Par Value per share	Number of shares authorized
Common	no par value	10,000

Paragraph 2: The preferences, qualifications, limitations, restrictions and the special or relative rights in respect of the shares of each class are:  
*(If not sufficient space to cover this point, add one or more sheets of this size.)*

ARTICLE FIVE The number of shares to be issued initially, and the consideration to be received by the corporation therefor, are:

Class	*Par Value per share	Number of shares proposed to be issued	Consideration to be received therefor
Common	no par value	1000	\$1,000.00
			\$
			\$
			\$
			TOTAL \$1,000.00

\* A declaration as to a "par value" is optional. This space may be marked "n/a" when no reference to a par value is desired.

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Form BCA-2.10

File No. \_\_\_\_\_

**ARTICLES OF INCORPORATION**

FILED

AUG 19 1987

**REGISTRATION DEPT.  
SECRETARY OF STATE**

The following fees are required to be paid at the time of issuing the Certificate of Incorporation:  
 FILING FEE \$75.00; INITIAL LICENSE FEE of 1/20th of 1% of the consideration to be received for initial issued shares (See Art. 5); MINIMUM \$50; INITIAL FRANCHISE TAX of 1/10 of 1% of the consideration to be received for initial issued shares (See Art. 5); MINIMUM \$25.00.

**EXAMPLES OF TOTAL DUE**

Consideration to be Received	TOTAL
up to \$1,000	\$100.50
\$ 5,000	\$102.50
\$ 10,000	\$105.00
\$ 25,000	\$112.50
\$ 50,000	\$150.00
\$100,000	\$225.00

Includes Filing Fee + License Fee + Franchise Tax

**RETURN TO:**

Corporation Department  
 Secretary of State  
 Springfield, Illinois 62756  
 Telephone: (217) 782-6961

CS1028

*(Signatures must be in ink on original document. Carbon copy, xerox or rubber stamp signatures may only be used on conformed copies.)*  
 NOTE: If a corporation acts as incorporator, the name of the corporation and the state of incorporation shall be shown and the execution shall be by its President or Vice-President and verified by him and attested by its Secretary or an Assistant Secretary.

Name (please print)	Signature	City/Town	State	Zip
1. _____		Oak Park	IL	60302
2. F. Scott Winslow		Chicago	IL	60632
3. _____	_____	_____	_____	_____

Post Office Address: 601 Euclid, Oak Park, IL 60302

Dated \_\_\_\_\_, 19\_\_\_\_  
 The undersigned incorporator(s) hereby declares(s), under penalties of perjury, that the statements made in the foregoing Articles of Incorporation are true.

**NAMES & ADDRESSES OF INCORPORATORS**

Attach a separate sheet of this size for any other provision to be included in the Articles of Incorporation, e.g., authorizing pre-emptive rights; denying cumulative voting; regulating internal affairs; voting majority requirements; fixing a duration other than perpetual; etc.

**ARTICLE EIGHT OTHER PROVISIONS**

- (a) It is estimated that the value of all property to be owned by the corporation for the following year wherever located will be: \$ \_\_\_\_\_
- (b) It is estimated that the value of the property to be located within the State of Illinois during the following year will be: \$ \_\_\_\_\_
- (c) It is estimated that the gross amount of business which will be transacted by the corporation during the following year will be: \$ \_\_\_\_\_
- (d) It is estimated that the gross amount of business which will be transacted from places of business in the State of Illinois during the following year will be: \$ \_\_\_\_\_

**ARTICLE SEVEN OPTIONAL**

The number of directors constituting the initial board of directors of the corporation is \_\_\_\_\_ and the names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders or until their successors be elected and qualify are:

Name	Residential Address
_____	_____
_____	_____

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1927-1928-1929

To promote, organize, plan, and conduct trips, tours, and excursions by railroad, steamship, motor vehicle or aircraft for individuals or groups of individuals to any part of the world. To provide for the transportation of individuals or groups of individuals by railroad, steamship, motor vehicle or aircraft in connection with the conduct of a general travel and tourist agency, and to provide or procure hotel and other accommodations for the comfort, convenience, and entertainment of individuals or groups of individuals who are members of any trip or tour conducted by the Corporation. To furnish guides, couriers, assistants, and interpreters; to procure and sell transportation tickets on railroads, steamships, motor vehicles, and aircraft; to act as representative of steamship, railroad, and other companies devoted to the transportation and carriage of passengers and freight, in the sale of tickets on all vehicles, boats, railroads, and railways, and other transportation companies; to conduct information bureaus for travelers; to act as agents for travel insurers of all kinds; and in general to do all other things that are necessary or pertinent to the conduct of a travel and tourist agency. To plan, originate, devise, print, publish, manufacture, sell, and deal in booklets, magazines, folders, leaflets, guidebooks, maps, timetables, display cards, signs, and display advertising for the promotion of travel; to carry on the business of printers, lithographers, stationers, engravers, designers, dealers in paper and all advertising devices, booksellers, publishers, and buyers and sellers of newspapers, magazines, and publications of all kinds, and space therein; to carry on a general advertising brokerage business, and an advertising agency in all its branches; to publish, display, and secure the publication and display of advertisements and advertising matter of any and every nature; and to act as principals and agents in the securing of trade and customers for others.

To transact any and all lawful business for which corporations may be incorporated under the Business Corporation Act of the State of Illinois.

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