

State of Idaho



Department of State.

CERTIFICATE OF QUALIFICATION OF FOREIGN CORPORATION

I, ARNOLD WILLIAMS, Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho, do hereby certify that

TRAVEL GUILD OF AMERICA, INC.

a corporation duly organized and existing under the laws of **Maryland** has fully complied with Section 10 Article II of the Constitution, and with Sections 30-501 and 30-502, Idaho Code, by filing in this office on the **14th** day of **April** 19 **66**, a properly authenticated copy of its articles of incorporation, and on the **14th** day of **April** 19 **66**, a designation of **W. C. Roden or T. H. Roden** in the County of **Ada** as statutory agent for said corporation within the State of Idaho, upon whom process issued by authority of, or under any law of this State, may be served.

AND I FURTHER CERTIFY, That said corporation has complied with the laws of the State of Idaho, relating to corporations not created under the laws of the State, as contained in Chapter 5 of Title 30, Idaho Code, and is therefore duly and regularly qualified as a corporation in Idaho, having the same rights and privileges, and being subject to the same laws, as like domestic corporations.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State. Done at Boise City, the Capital of Idaho, this **14th** day of **April**, A.D. 19 **66**.

Secretary of State.



STATE OF MARYLAND
STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
301 WEST PRESTON STREET
BALTIMORE 21201

THIS IS TO CERTIFY THAT the within instrument is a true copy of the

ARTICLES OF INCORPORATION

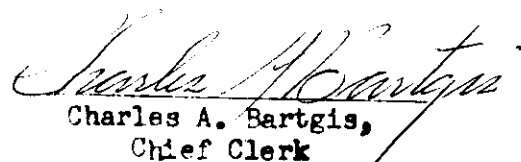
OF

TRAVEL GUILD OF AMERICA, INC.

as approved and received for record by the State Department of Assessments
and Taxation of Maryland, May 11, 1964,

at 9:00 o'clock A. M.

AS WITNESS my hand and official seal of the said Department at
Baltimore this 7th day of April, 1966.


Charles A. Bartgis,
Chief Clerk

TRAVEL GUILD OF AMERICA, INC.

ARTICLES OF INCORPORATION

FIRST: We, the undersigned, Bernard H. Herzfeld, whose post office address is 301 Equitable Building, Baltimore 21202, Maryland; Norman Hochberg, whose post office address is 301 Equitable Building, Baltimore 21202, Maryland; and Mary Bartholomey, whose post office address is 301 Equitable Building, Baltimore 21202, Maryland, each being at least twenty-one years of age, do hereby associate ourselves as incorporators with the intention of forming a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the corporation (which is hereinafter called "Corporation") is TRAVEL GUILD OF AMERICA, INC.

THIRD: The purpose for which the said Corporation is formed and the business or objects to be carried on and promoted by it, or which may at any time be carried on or promoted by it, in whole or in part, are as follows:

(a) To engage in the business of furnishing services and merchandise of all types to the traveling public.

(b) To manufacture, buy, sell, deal in and engage in, conduct and carry on the business of manufacturing, buying, selling and dealing in goods, wares and merchandise of every class and description.

(c) To import, export, buy, sell, assign, consign, take on consignment, lease, manufacture, deal in and deal with goods, wares, merchandise of every class and description, chattels and effects of all kinds both at wholesale and retail.

(d) To improve, manage, develop, sell, assign, transfer, lease, mortgage, pledge or otherwise dispose of or turn to account or deal with all or any parts of the property of the company, and from time to time to carry any investments or employments or capital of the company.

(e) To purchase, lease, hire, or otherwise acquire real or personal property, improved or unimproved, of every kind and description, and to sell, dispose of, lease, convey and mortgage said property or any part thereof to acquire, hold, lease, manage, operate, develop, control, build, erect, maintain, for the purposes of said corporation, construct, reconstruct, or purchase either directly or indirectly or through ownership of stock in any corporation any lands, buildings, offices, stores, warehouses, mills, shops, factories, plants, gas houses, power plants, machinery, rights, easements, permits, privileges, franchises and licenses and other things which may at any time be necessary or convenient for the purposes of the corporation. To sell, lease, hire or otherwise dispose of the lands, buildings or other property of the corporation or any part thereof.

(f) To carry on any other business in connection with the foregoing whether manufacturing or otherwise.

(g) To purchase, hold, sell, transfer, reissue or cancel shares of its own capital stock or its own securities or obligations in the manner and to the extent now or hereafter authorized or permitted by the Laws of the State of Maryland, upon such terms and conditions as shall be determined by the Board of Directors without further action or consent by the Stockholders; and the corporation may also purchase shares of its own stock, of any class, out of its surplus, including the surplus created by a reduction of the amount of issued capital stock under the applicable section or sections of the Laws of the State of Maryland.

The foregoing enumerations of the purposes, objects and business of the corporation is made in furtherance and not in limitation of the powers conferred upon the corporation by law, and it is not intended by the mention of any particular purpose, object or business of any manner to limit or restrict the generality of any of the purposes, object or business mentioned, or to limit or restrict any of the powers of the corporation, and the said corporation shall have, enjoy and exercise all of the powers and rights conferred by statute upon corporations. The corporation is formed under the articles, conditions and provisions herein expressed, and subject in all particulars to the limitations relating to corporations which are contained in the General Laws of this State.

FOURTH: The Post Office address of the principal office of the corporation in this State is 2500 N. Charles Street, Baltimore 21218, Maryland. The name and Post Office address of the Resident Agent of the corporation in this State is Bernard H. Herzfeld, 301 Equitable Building, Baltimore 21202, Maryland. Said Resident Agent is an individual actually residing in this State.

FIFTH: The total number of shares of stock which the corporation has authority to issue is ten thousand (10,000) shares of the par value of Ten Dollars (\$10.00) a share, all of one class, and having an aggregate par value of One Hundred Thousand (\$100,000.00) Dollars.

SIXTH: The number of Directors of the corporation shall be three, which number may be increased or decreased pursuant to the By-Laws of the corporation, but shall never be less than three; and the names of the Directors who shall act until the first annual meeting or until their successors are duly chosen and qualified are Bernard H. Herzfeld, Norman Hochberg, and Mary Bartholomey.

SEVENTH: The following provisions are hereby adopted for the purpose of defining, limiting and regulating the powers of the corporation and of the Directors and Stockholders:

(a) The Board of Directors of the corporation is hereby empowered to authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, and securities convertible into shares of its stock of any class, whether now or hereafter authorized, for such considerations other than money, as said Board of Directors may deem advisable.

EIGHTH: The duration of the corporation shall be perpetual.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation on the 5th day of May, 1964.

WITNESS:

Bernard H. Herzfeld (SEAL)
Bernard H. Herzfeld

Norman Hochberg (SEAL)
Norman Hochberg

Byron Berman
Byron Berman

Mary Bartholomey (SEAL)
Mary Bartholomey

STATE OF MARYLAND, CITY OF BALTIMORE, to wit:

I HEREBY CERTIFY, that on this 5th day of May, 1964, before me, the subscriber, a Notary Public of the State of Maryland, in and for the City of Baltimore aforesaid, personally appeared Bernard H. Herzfeld, Norman Hochberg, and Mary Bartholomey, and severally acknowledged the foregoing Articles of Incorporation to be their act.

WITNESS my hand and Notarial Seal the day and year last above written.

Byron Berman
NOTARY PUBLIC
Byron Berman

ARTICLES OF INCORPORATION
OF
TRAVEL GUILD OF AMERICA, INC.

approved and received for record by the State Department of Assessments and Taxation
of Maryland May 11, 1964 at 9:00 o'clock A. M. as in conformity
with law and ordered recorded.

A 9082

Recorded in Liber F417, folio 279, one of the Charter Records of the State
Department of Assessments and Taxation of Maryland.

Bon s tax paid \$ 20.00 Recording fee paid \$ 10.00

To the clerk of the Superior Court of Baltimore City

IT IS HEREBY CERTIFIED, that the within instrument, together with all endorsements thereon,
has been received, approved and recorded by the State Department of Assessments and Taxation
of Maryland.

AS WITNESS my hand and seal of the said Department at Baltimore.