

FILED
IN THE OFFICE OF THE
SECRETARY OF STATE OF THE
STATE OF NEVADA

APR 09 1998

No.

Dean Heller
DEAN HELLER, SECRETARY OF STATE

**Travelscape.com, Inc.
Articles of Incorporation**

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APR 09 1998

KNOW ALL MEN BY THESE PRESENTS:

The undersigned this day voluntarily establishes a corporation under and pursuant to the laws of the State of Nevada and certifies:

**ARTICLE I
NAME**

The exact name of this Corporation is: **Travelscape.com, Inc.**

**ARTICLE II
RESIDENT AGENT: REGISTERED OFFICE**

The resident agent and registered office where process may be served upon the Corporation in the State of Nevada for **Travelscape.com, Inc.** shall be Marquis & Aurbach, 228 South Fourth Street, Las Vegas, Nevada 89101.

**ARTICLE III
PURPOSES**

The purpose for which the Corporation is formed is to engage in any lawful activity.

**ARTICLE IV
AUTHORIZED STOCK**

1. Authorized Shares. The total number of shares which this Corporation is authorized to issue is twenty-five million (25,000,000) shares of common stock with a par value of \$.001 (one/tenth of one cent).

2. Voting Rights of Stockholders. Each holder of shares of common stock of **Travelscape.com, Inc.** shall be entitled to one vote for each share of stock standing in such shareholder's name on **Travelscape.com, Inc.**'s books. Cumulative voting shall not be the method used to elect the Directors of the Corporation.

3. Preemptive Rights. There shall be no preemptive rights.

ARTICLE V MANAGEMENT

For the management of **Travelscape.com, Inc.** the governing Board of the Corporation shall be natural persons styled and called the Board of Directors. It is further provided:

A. Size of Board. The initial number of the Board of Directors shall be four (4). Thereafter, the number of Directors shall be specified in the By-Laws of **Travelscape.com, Inc.**, and such number may, from time to time, be increased or decreased in such manner as prescribed by the By-Laws.

B. First Board of Directors. The names and addresses of the first Board of Directors, which shall consist of four (4), and who shall hold office until successors are duly elected and qualified, are as follows:

Tim Poster
8951 W. Sahara, #100
Las Vegas, NV 89117

Lorenzo Fertitta
3360 W. Sahara, #200
Las Vegas, NV 89117

Jeff Marquis
8951 W. Sahara, #100
Las Vegas, NV 89117

Tom Breitling
8951 W. Sahara, #100
Las Vegas, NV 89117

ARTICLE VI AMENDMENT OF ARTICLES

The provisions of these Articles of Incorporation may be amended, altered or repealed from time to time by a majority vote of the Shareholders of **Travelscape.com, Inc.** to the extent and in the manner prescribed by the laws of the State of Nevada and additional provisions authorized by such laws as are then in force may be added. All rights herein conferred on the Directors, Officers and Stockholders are granted subject to this reservation.

ARTICLE VII OFFICER AND DIRECTOR LIABILITY AND INDEMNIFICATION

A. Limitation of Personal Liability. Except for acts or omissions which involve intentional misconduct, fraud or knowing violation of law or for the payment of distributions in violation of NRS 78.300, there shall be no personal liability of a director or officer to **Travelscape.com, Inc.** or its stockholders for damages for breach of fiduciary duty as a director or officer.

B. Indemnification. Pursuant to NRS 78.751 Paragraphs 1 through 6 inclusive, and any amendments, additions or changes thereto, the Corporation may indemnify any person for expenses incurred, including attorneys fees, in connection with their good faith acts if they reasonably believe such acts are in and not opposed to the best interests of the Corporation and for acts for which the person had no reason to believe his or her conduct was unlawful.

C. Time of Indemnification. The Corporation shall indemnify the Officers and Directors for expenses incurred in defending a civil or criminal action, suit or proceeding as they are incurred in advance of the final disposition of the action, suit or proceeding, upon receipt of an undertaking by or on behalf of the Director or Officer to repay the amount of such expenses if it is ultimately determined by a court of competent jurisdiction that such Officer or Director is not entitled to be indemnified by the Corporation.

D. Benefit. The indemnification and advancement of expenses hereby authorized is continuing and shall inure to the benefit of the heirs, executors and administrators of each such Officer and Director.

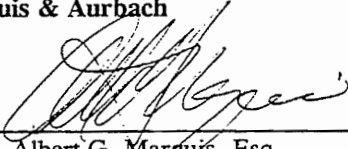
ARTICLE VIII
INCORPORATOR

The incorporator signing these Articles of Incorporation is Marquis & Aurbach, whose address is 228 South Fourth Street, Las Vegas, Nevada 89101.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on the 9th day of April, 1998.

Marquis & Aurbach

By

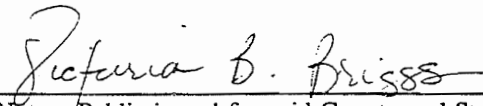

Albert G. Marquis, Esq.
228 South Fourth Street
Las Vegas, Nevada 89101

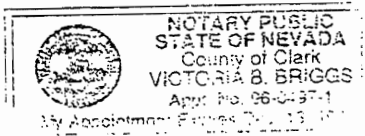
STATE OF NEVADA)

) ss.

COUNTY OF CLARK)

On the 9th day of April, 1998, personally appeared before me, a Notary Public, Albert G. Marquis, personally known (or proved) to me to be the person whose name is subscribed to the foregoing Articles of Incorporation of **Travelscape.com, Inc.**, who acknowledged to me that he executed the above Articles of Incorporation of **Travelscape.com, Inc.**.


Notary Public in and for said County and State



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