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February 17 th, 1995.

Florida Department of State
Division of Corporations
409 Gaines East
Tallahassee, Florida 32399

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RE : QUEEN TOURS AND TRAVEL, INC.

Dear Sir/Madam :

Enclosed please find documents and check on the above referred corporation.

Please return all mail in the Express mail Service Prepaid envelope included with this letter.


If you have any questions please call :

Carlos A. Macchi

PHONE : (305)254-9503 FAX : (305)252-2845

8445 S.W. 158 Street
Miami. Florida 33157-2179

Sincerely yours,


Carlos A. Macchi

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ARTICLES OF INCORPORATION
of
QUEEN TOURS AND TRAVEL, INC.

THE UNDERSIGNED SUBSCRIBERS to these Articles of Incorporation, each a natural person competent to contract, hereby associate themselves together to form a corporation under the laws of the State of Florida.

ARTICLE I

The name of this corporation is:

QUEEN TOURS AND TRAVEL, INC.

ARTICLE II

The general nature of the business to be transacted by this corporation is:

1. All lawful purposes.
2. To manufacture, purchase or otherwise acquire and to own, mortgage, pledge, sell, assign, transfer or otherwise dispose of and to invest in, trade in, deal in and with goods, wares, merchandise, real and personal property and services of every class, kind and description, except that it is not to conduct a banking, safe, deposit, trust insurance, surety, express, railroad, canal, telegraph, telephone or cemetery company, a building and loan association, mutual fire insurance association, cooperative association, fraternal benefit society, state fair or exposition.
3. To conduct business in, have one or more offices in and buy, hold, mortgage, sell, convey, lease or otherwise dispose to real and personal property including franchises, patents, copyrights, trademarks and licenses in the State of Florida and in all other states and countries.

4. To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness and execute such mortgages, transfers of corporate property or other instruments to secure the payment of corporate indebtedness as required.

5. To purchase the corporate assets of any other corporation and engage in the same or other character of business.

6. To guarantee, endorse, purchase, hold, sell transfer, mortgage, pledge or otherwise acquire or dispose of the share of the capital stock of, or any bonds, securities, or other evidences of indebtedness created by another corporation of the State of Florida or any other state government; and while owner of such stock, to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

7. To carry on any lawful business necessary or incidental to the attainment of the objects of this corporation whether or not such business is similar in nature to the objects enumerated in these Articles of Incorporation.

8. To engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE III

The maximum number of shares of the stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock, each having \$ 1.00 par value.

The consideration to be paid for each shares shall be fixed by the Board of Directors and any and all shares so issued, the full consideration for which has been paid or delivered, shall be deemed full paid stock and not liable to any further call or assessment thereon; and the holders of such shares shall not be liable for any further further payments thereon.

The capital stock may be paid for in property, labor or services at a just valuation to be fixed by the incorporators or the directors.

The stock shall be issued from time to time as may be determined by the Board of Directors.

On dissolution or liquidation of the corporation, the holders of the stock shall be entitled to distribution as their holdings may appear upon the stock record of the corporation.

ARTICLE IV

The amount of capital with which this corporation may begin business shall not be less than ONE THOUSAND dollars.

ARTICLE V

This corporation shall have perpetual existence.

ARTICLE VI

The initial street address of the principal office of this corporation in the State of Florida is:

955-A S.W. 87 th Avenue
MIAMI, FLORIDA 33174

The Board of Directors may, from time to time, move the principal office to any other address in Florida. Branch offices may be maintained at such other places in the State of Florida, The United States of America and foreign countries as may, from time to time, be authorized by the Boards of Directors.

ARTICLE VII

This corporation shall have not less than one Director initially. The number of directors may be increased or diminished from time to time by By-laws adopted by the stockholders, but shall never be less than one. This corporation shall begin with ONE Director(s).

ARTICLE VIII

The Registered Agent of this Corporation is.....
CONNIE BARBOSA..... and the registered office is at
955-A S.W. 87 th AVENUE
MIAMI, FLORIDA 33174

ARTICLE IX

The names and addresses of each subscriber to these Articles of Incorporation and the number of shares or stock which each agrees to take are as follows:

NAME	ADDRESS	NO.OF SHARES
CONNIE BARBOSA	8432 S,W. 38 Street MIAMI, FLORIDA 33155	1000

ARTICLE X

The names and street addresses of the members of the first Board of Directors and officers who shall hold office for the first year of existence of this corporation or until their successors are elected and have qualified are:

NAME	ADDRESS	OFFICE
CONNIE BARBOSA	8432 S.W. 38 STREET MIAMI, FLORIDA 33155	PRESIDENT/DIRECTOR

ARTICLE XI

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a Stockholder's meeting by majority of the stock entitled to vote thereon.

ARTICLE XII

The stockholders of this corporation may enter into agreements between themselves respecting their respective rights and duties with reference to the shares of stock of the corporation; and such agreements may include any limitation upon the transferability or assignment of the stock and the conferring of pre-emptive rights of purchase upon the stockholders as condition precedent to the sale of other stock; and such agreements shall be valid and this corporation may join as party thereto.

ARTICLE XIII

This corporation may, by action taken at any meeting of its Board of Directors, sell, lease or exchange all of its property and assets including its good will, its corporate franchises or any property or assets essential to its corporate business upon such terms and conditions as its Board of Directors deems meet and expedient and as authorized by an affirmative vote of stockholders of record holding stock in the corporation entitling them to exercise a majority of the voting power outstanding, provided however, that no vote or consent of stockholders shall be necessary for a transfer of assets by way of mortgage, trust or pledge to secure the indebtedness of the corporation.

IN WITNESS WHEREOF the undersigned subscribers have hereunto set their hands and seals.

Connie Barbosa
.....

CONNIE BARBOSA
.....
.....

STATE OF FLORIDA)
 : SS
COUNTY OF DADE)

I HEREBY CERTIFY that on this day personally appeared to me well know, to be the persons who executed the foregoing Articles of Incorporation; and they severally acknowledged before me that they executed the same for the purpose therein expressed.

WITNESS my hand and official seal in the County and State above named this 17 th day of February 1995.

My commission expires:

Carlos A. Macchi

Carlos A. Macchi
Notary Public
State of Florida



OFFICIAL SEAL
Carlos Alberto Macchi
My Commission Expires
March 24, 1996
Comm. No CC 188836

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CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICES OF PROCESS WITHIN FLORIDA NAMING AGENT UPON WHOM PROCESS MAY OF SERVED

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES. THE FOLLOWING IS SUBMITTED:

FIRST, THAT QUEEN TOURS AND TRAVEL, INC.
(NAME OF CORPORATION)

DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA. WITH ITS PRINCIPAL PLACE OF BUSINESS AY CITY OF MIAMI STATE OF FLORIDA, HAS NAMED

CONNIE BARBOSA
(NAME OF RESIDENT AGENT)

LOCATED AT 955-A S.W. 87 th AVENUE MIAMI, FLORIDA 33174
AS IRS ANENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

HAVING BEEN NAMED TO ACCEPT OF SERVICE OF PROCESS FOR THE ABOVE STATE CORPORATION. AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY: AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES

Connie Barbosa
(RESIDENT AGENT)
CONNIE BARBOSA

FEBRUARY 17 th, 1995
(DATE)