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**WEINER & STEINGOLD**  
**ATTORNEYS • AT • LAW**

CLEARWATER • MIAMI • TAMPA • BIRMINGHAM, ALABAMA

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CARACAS, VENEZUELA • CURITIBA, BRAZIL • MINNEAPOLIS, MINN. • MONTREAL, CANADA

Florida Bar Licensed:

MAY-WONG CHOU, ESQ.  
ANDY D. STEINGOLD, ESQ.  
MARK R. WEINER, ESQ.

Of Counsel:

WALTER MACECO, Brazilian Bar  
CARMEN SOSA, Venezuelan Bar  
REZA NAJAFI, Iranian Bar  
SAM KULIK, Quebec Bar

May 9, 1996

100 N. TAMPA STREET  
SUITE 3320  
TAMPA, FLORIDA 33602  
(813) 229-0400  
TELECOPIER (813) 229-9334

Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

900001821989  
-05/13/96--01035--019  
\*\*\*\*\*122.50 \*\*\*\*\*122.50

Re: TOTAL TRAVEL & TOURISM, U.S.A., CORPORATION.

Dear Sir or Madam:

Enclosed is an original and one copy of the Articles of Incorporation of TOTAL TRAVEL & TOURISM, U.S.A., CORPORATION, as well as a check in the amount of One Hundred Twenty-Two Dollars and Fifty Cents (\$122.50).

Please return the certified copy of the Articles of Incorporation to this office at the above address.

Should you have any questions, please feel free to contact me.

Sincerely yours,

**WEINER & STEINGOLD**  
Attorneys at Law

MARK R. WEINER  
Immigration Lawyer

AL MAY 21 1996

MRW/rjb  
Enclosures:

Original and one copy of Articles of Incorporation  
Firm Check

FILED  
96 MAY 13 PM 3:08  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION**

**TOTAL TRAVEL & TOURISM, U.S.A., CORPORATION**

FILED  
96 MAY 13 PM 3:09  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, desiring to form a corporation for profit pursuant to the laws of the State of Florida, does hereby certify as follows:

**ARTICLE ONE**

The name of this corporation shall be:

**TOTAL TRAVEL & TOURISM, U.S.A., CORPORATION**

**ARTICLE TWO**

The general nature of the business to be transacted by the corporation and the purpose for which it is formed are to be as follows:

(a) **Travel and tourism business** in the State of Florida pursuant to the laws of Florida and the U.S.A.

(b) To do any activity as a corporation organized under Chapter 607 of the Florida

Statutes may now or hereafter lawfully do, to do, and for the accomplishment of any of the purposes or the attaining of any of the objects enumerated in these Articles of Incorporation, or any of the amendments hereof, either as principal or agent, and either alone or in connection with other firms, corporations or individuals, all and everything necessary, suitable, convenient, or proper for, or in connection with, or incident to, the accomplishment of any of the purposes or the attainment of any one or more objects herein enumerated, or designed directly or

indirectly to promote the interest of this corporation or to enhance in and carry on any and every lawful activity in any manner whatsoever not prohibited by law, whether or not the same be necessary or incident to the attainment of the objects of this corporation, or whether or not such activity is similar in nature to the objects set forth in these Articles of Incorporation or any and all powers, rights, and privileges which a corporation may now or hereafter be organized, authorized, or empowered to do or exercise under Chapter 607 of the Florida Statutes, or under any act amendatory thereto, supplemental thereto, or substituted therefor.

(c) The foregoing paragraph shall be construed as enumerating the purposes, objects, and powers of this corporation and no recitation, expression or declaration of specific powers or purposes herein enumerated shall be deemed to be exclusive, but it is hereby expressed and declared that all other lawful powers not inconsistent herewith are hereby included.

#### **ARTICLE THREE**

The term for which this corporation shall exist shall be perpetual.

#### **ARTICLE FOUR**

The maximum amount of capital stock that the corporation is authorized to have outstanding shall be 100 shares at a par value of \$100.00 per share, each share of which shall entitle the owner thereof to one vote at any meeting of the stockholders. The whole or any part of the capital stock of this corporation shall be payable as lawful money of the United States of America, or property, at a just valuation to be fixed by the stockholders.

#### **ARTICLE FIVE**

The beginning capital of this corporation shall be \$10,000.00.

#### **ARTICLE SIX**

The corporation shall not have directors.

#### **ARTICLE SEVEN**

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

5140 N. Florida Avenue, Suite 1  
Tampa, Florida 33603

#### **ARTICLE EIGHT**

The business of the corporation shall be managed by its officers, who shall be elected annually by the stockholders of the corporation. The initial officers of the corporation shall be as follows:

PRESIDENT,            VICE-PRESIDENT.  
SECRETARY & TREASURER:

Bonafacio Lima  
3201 Terra Grove Dr.  
Tampa, Fl. 33618

#### **ARTICLE NINE**

The name and address of the person signing these Articles of Incorporation as subscriber is as follows:

Bonafacio Lima  
5140 N. Florida Avenue, Suite 1

Tampa, Florida 33603

**ARTICLE TEN**

The registered agent and registered office of this corporation shall be:

Bonafacio Lima  
5140 N. Florida Avenue, Suite 1  
Tampa, Florida 33603

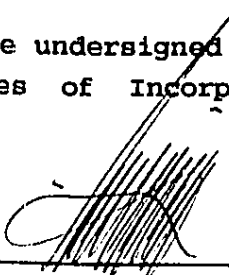
**ARTICLE ELEVEN**

The sale of common stock of the corporation shall be restricted except by mutual agreement of all stockholders.

**ARTICLE TWELVE**

In the event of issuance or sale of corporate shares, the existing stockholders shall have preemptive rights thereto.

IN WITNESS WHEREOF, the undersigned has made, subscribed, and acknowledged these Articles of Incorporation this 9th day of May, 1996.

  
\_\_\_\_\_  
Bonafacio Lima  
5140 N. Florida Avenue, Suite 1  
Tampa, Florida 33603

STATE OF FLORIDA

COUNTY OF HILLSBOROUGH

I HEREBY CERTIFY that on this day before me, a Notary Public authorized in the State and County aforesaid to take acknowledgments, personally appeared \_\_\_\_\_, to me well known to be the person described in and who executed the foregoing Articles of Incorporation as subscriber and resident agent respectively, and he acknowledged before me that he signed the same and uses and purposes therein set forth.

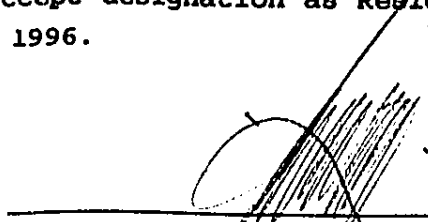
WITNESS my hand and official seal this 12 day of May 1996.



NOTARY PUBLIC

MY COMMISSION EXPIRES: CALIXTO ROSADO  
Notary Public, State of Florida  
My Comm. Expires Mar. 15, 1998  
No. CC 356253  
Bonded Thru Official Notary Service

ACCEPTANCE OF DESIGNATION AS RESIDENT AGENT I, BONAFACIO LIMA, hereby accept designation as Resident Agent on this 12 day of May, 1996.



Bonafacio Lima

5140 N. Florida Avenue, Suite 1  
Tampa, Florida 33603

CALIXTO ROSADO  
Notary Public, State of Florida  
My Comm. Expires Mar. 15, 1998  
No. CC 356253  
Bonded Thru Official Notary Service

STATE OF FLORIDA

COUNTY OF HILLSBOROUGH

FILED  
96 MAY 13 PM 3:09  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

I HEREBY CERTIFY that on this day before me, a Notary Public authorized in the State and County, aforesaid to take acknowledgments, personally appeared Bonifacio Linares to me well known to be the person described in and who executed the foregoing Articles of Incorporation as subscriber and resident agent respectively, and he acknowledged before me that he signed the same and uses and purposes therein set forth.

WITNESS my hand and official seal this 7th day of May 1996.

Calixto Rosado

NOTARY PUBLIC

MY COMMISSION EXPIRES:

CALIXTO ROSADO  
Notary Public, State of Florida  
My Comm. Expires 1 Apr. 15, 1998  
No. CC 356253  
Bonded thru Official Notary Service