

1201 HAYS STREET  
TALLAHASSEE, FL 32301-2607

800-342-8086

904-222-9171  
904-222-9172

P96000089935



ACCOUNT NO. : 072100000032

REFERENCE : 140124 131156A

AUTHORIZATION :

COST LIMIT : \$ 70.00

*Patricia Pizits*

ORDER DATE : October 31, 1996

ORDER TIME : 1:46 PM

ORDER NO. : 140124-005

CUSTOMER NO: 131156A

200001993492--4

CUSTOMER: Barry N. Brumer, Esq  
BARRY N. BRUMER, ESQ

5725 Major Boulevard  
Suite 230  
Orlando, FL 32819-7903

FILED  
96 OCT 31 PM 12:50  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

DOMESTIC FILING

NAME: PLANET TOUR, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Deborah Schroder

EXAMINER'S INITIALS:

*11-1-96*  
*KR*

FILED  
96 OCT 31 PM 12:50  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

## ARTICLES OF INCORPORATION

The undersigned, acting as incorporator of a Corporation pursuant to Chapter 607, Florida Statutes, adopt(s) the following Articles of Incorporation of such corporation:

### ARTICLE I - NAME AND PLACE OF BUSINESS

The name of the Corporation shall be:

PLANET TOUR, INC.

The principal place of business of this Corporation shall be:

6201 Dartmoor Ct.  
Orlando, FL 32819-4833

### ARTICLE II - TERM OF EXISTENCE

The period of the duration of this Corporation is perpetual unless dissolved according to law.

### ARTICLE III - NATURE OF BUSINESS

The Corporation may engage in any activity or business permitted under the laws of the United States of America and of this State, 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, fraternal benefits society, state fair or exposition.

### ARTICLE IV - CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any one time is 10,000 shares of common stock having a nominal par value of \$1.00 per share.

### ARTICLE V - INITIAL CAPITAL

The amount of capital with which this Corporation will begin business is \$10,000.00.

### ARTICLE VI - DIRECTORS

This Corporation shall have two directors initially. The number of directors may be increased or diminished from time to time by the Bylaws adopted by the stockholders, but shall never be less than two.

ARTICLE VII - STOCK SUBSCRIBERS

The name and address of the stock subscriber is:

NAME: ILHA DO GUARUJA VIAGENS E TURISMO LTDA.  
ADDRESS: Rua Mario Ribeiro, 532  
Guaruja - SP Brazil 100% (10,000 stocks)

ARTICLE VIII - OFFICERS

The name and address of each Officer of this Corporation, and their offices in the Corporation are:

NAME: Tania Hackradt  
ADDRESS: 6201 Dartmoor Ct.- Orlando, FL.32819-4833  
OFFICE: President

NAME: Carlos Alberto Rubini  
ADDRESS: 6201 Dartmoor Ct.- Orlando, FL.32819-4833  
OFFICE: Treasurer/Secretary

ARTICLE IX - AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every Amendment shall be approved by the Board of Directors, proposed to them by the Stockholders, and approved at a Stockholder's meeting by a majority of the stock entitled to vote thereon, unless all of the directors and all of the Stockholders sign a written statement manifesting their intention on a certain amendment to these Articles of Incorporation be made.

ARTICLE X - INCORPORATOR

The incorporator of these Articles of Incorporation is Barry N. Brumer, Esquire, 5728 Major Blvd, Suite 211, Orlando, FL 32819.

ARTICLE XI - REGISTERED AGENT

The initial registered agent, for notices and service of process, is Barry N. Brumer, Esquire, 5728 Major Blvd, Suite 211, Orlando, FL 32819.

  
\_\_\_\_\_  
Barry N. Brumer, Esquire

STATE OF FLORIDA  
COUNTY OF ORANGE

I HEREBY CERTIFY that on this day before me, a Notary Public duly authorized in the State and County aforesaid to take acknowledgments and administer oaths, personally appeared Barry N. Brumer, Esquire, to me known to be the person described as the incorporator in and who executed the foregoing Articles of Incorporation and he acknowledged before me that he subscribed to these Articles of Incorporation.

WITNESS my hand and official seal in the County and State aforesaid this 28th day of October, 1996.



GRACE A. FINKE  
MY COMMISSION # CC300241 EXPIRES  
August 1, 1997  
BONDED THRU TROY FAIR INSURANCE, INC.

Grace A. Finke  
Notary Public  
State of Florida at Large  
My Commission Expires:

ACCEPTANCE BY REGISTERED AGENT

Barry N. Brumer, Esquire, does hereby accept his appointment as registered agent for PLANET TOUR, INC.

Barry N. Brumer  
Barry N. Brumer, Esquire

The above instrument was sworn to and subscribed before me this 28th day of October, 1996.



GRACE A. FINKE  
MY COMMISSION # CC300241 EXPIRES  
August 1, 1997  
BONDED THRU TROY FAIR INSURANCE, INC.

Grace A. Finke  
Notary Public  
State of Florida at Large  
My Commission Expires:

FILED  
96 OCT 31 PM 12:50  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

1201 HAYS STREET  
TALLAHASSEE, FL 32301-2677  
904-222-4711  
904-222-4393 FAX

800-342-8086

P 96000089935



ACCOUNT NO. : 072100000032  
REFERENCE : 206110 131156A  
AUTHORIZATION : Patricia Pizutto  
COST LIMIT : \$ 35.00

FILED  
96 DEC 31 PM 1:25  
SECRETARY OF FLORIDA  
TALLAHASSEE, FLORIDA

ORDER DATE : December 31, 1996  
ORDER TIME : 9:12 AM  
ORDER NO. : 206110-015  
CUSTOMER NO: 131156A 200002041952--7  
CUSTOMER: Barry N. Brumer, Esq  
Barry N. Brumer, Esq  
Major Center Office Plaza  
Suite 230 5728 Major Boulevard  
Orlando, FL 32819

DOMESTIC AMENDMENT FILING

NAME: PLANET TOUR, INC.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT  
       RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: W. Charles Earnest

EXAMINER'S INITIALS:

RECEIVED  
96 DEC 31 AM 9:49  
DIVISION OF CORPORATION

Amendment  
2/1/97  
DC



RECEIVED  
 12/31/96 11:09:59 AM  
**FLORIDA DEPARTMENT OF STATE**  
 Sandra B. Mortham  
 Secretary of State

December 31, 1996

CSC NETWORKS  
 W. CHARLES EARNEST  
 TALLAHASSEE, FL 32301

SUBJECT: PLANET TOUR, INC.  
 Ref. Number: P96000089935

**RESUBMIT**  
 Please give original  
 submission date as file date.

We have received your document for PLANET TOUR, INC. and the authorization to debit your account in the amount of \$35.00. However, the document has not been filed and is being returned for the following:

If an amendment was approved by the shareholders, the date of adoption of the amendment and one of the following statements must be contained in the document:

- (1) A statement that the number of votes cast for the amendment by the shareholders was sufficient for approval.
- (2) If more than one voting group was entitled to vote on the amendment, a statement designating each voting group entitled to vote separately on the amendment and a statement that the number of votes cast for the amendment by the shareholders in each voting group was sufficient for approval by that voting group.

The document must be signed by the chairman, any vice chairman of the board of directors, its president, or another of its officers.

\*\*\*\*\* "OR" \*\*\*\*\*

If an amendment was adopted by the incorporators or board of directors without shareholder action, a statement to that effect and that shareholder action was not required must be contained in the document.

The amendment must be signed by an incorporator if adopted by the incorporators or by a director if adopted by the directors.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6906.

Darlene Connell  
 Corporate Specialist

Letter Number: 496A00057862

ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF

96 DEC 31 PM 4:25  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

PLANET TOUR, INC.

(present name)

Pursuant to the provisions of section 607.1006, Florida Statutes, this corporation adopts the following articles of amendment to its articles of incorporation:


**FIRST:** Amendment(s) adopted: *(indicate article number(s) being amended, added or deleted)*

ARTICLE VIII - OFFICERS is amended to read:

NAME: Tania Hackradt  
ADDRESS: 6201 Dartmoor Ct. - Orlando, FL 32819-4833  
OFFICE: President

NAME: Sidney Pompeo Sgambatti  
ADDRESS: 6201 Dartmoor Ct. - Orlando, FL 32819  
OFFICE: Treasurer/Secretary

THE NUMBER OF VOTES CAST FOR THIS AMENDMENT BY THE SHAREHOLDERS WAS SUFFICIENT FOR APPROVAL.

  
Tania Hackradt      PRESIDENT

**SECOND:** If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

December 20th. 1996

**THIRD:** The date of each amendment's adoption: \_\_\_\_\_