

PA100009195

Charter Number Only

1/29/97

SRC L-2812

Dunkley & Associates
Requestor's Name
717 Ponce de Leon Blvd #326
Address
Coral Gables FL 33143
City State ZIP Phone

461-4400C

400002073574--8
-01/30/97-01029-016
****122.50 ****122.50

CORPORATION(S) NAME

New World group travel, Inc.



Empire Toll Free: 1-800-432-3028

DIVISION OF CORPORATION

97 JAN 30 AM 11:37

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION

OF

New World Group Travel, Inc.

ARTICLE I - NAME

The name of the corporation is New World Group Travel, Inc.

ARTICLE II - DURATION

This Corporation is to exist perpetually.

ARTICLE III - PURPOSE

This Corporation is organized to engage in any act or business permitted under the laws of the United States of America and the State of Florida.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 7,500 shares of common stock with a par value of one dollar (\$1.00) per share.

ARTICLE V - PREEMPTIVE RIGHTS

Every, shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENTS

The street address of the initial registered office and principle place of business of this corporation is 717 Ponce de Leon Blvr. # 330 Coral Gables, Florida 33134 and the name of the initial registered agent of this corporation at that address is Lindsay Dunkley.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have Two (2) director initially.

The number of directors may either be increased or diminished from time to time by the bylaws, but shall never be less than one (1).

the name and address of the initial director of this corporation

is:

NAME

ADDRESS

Humberto Rego
(President)

717 Ponce De Leon Blvr. # 330
Coral Gables, Florida 33134

ARTICLE VIII - INCORPORATOR

The name and address of the incorporator is:

NAME

ADDRESS

Humberto Rego

717 Ponce De Leon Blvr. # 330
Coral Gables, Florida 33134

ARTICLE IX - BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the board of directors.

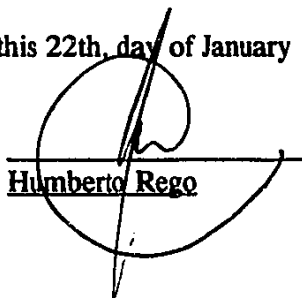
ARTICLE X - INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE XI - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereof, and any right conferred upon the shareholders is subject to this reservation.

Executed by the undersigned Incorporator this 22th, day of January 1997.


Humberto Rego

STATE OF FLORIDA)
 : SS
COUNTY OF DADE)

The foregoing Articles of Incorporation was acknowledged before me
this 22th day of January, 1997, by Humberto Rego.

NOTARY PUBLIC
State of Florida at Large

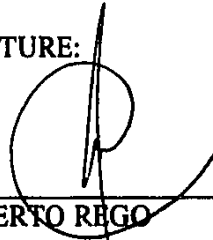
My Commission Expires:

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

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

FIRST: THAT NEW WORLD GROUP TRAVEL, INC. DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH IT'S PRINCIPAL PLACE OF BUSINESS AT COUNTY OF DADE, STATE OF FLORIDA, HAS NAMED LINDSAY DUNKLEY AT 717 PONCE DE LEON BLVR. # 330 CORAL GABLES FLORIDA 33134 AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

SIGNATURE:

A handwritten signature in black ink, appearing to be 'Humberto Rego', written over a horizontal line. The signature is stylized with a large 'R' and a long horizontal stroke.

HUMBERTO REGO

TITLE: INCORPORATOR

DATE: JANUARY 22, 1997

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED 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.

SIGNATURE



LINDSAY DUNKLEY

DATE: JANUARY 22, 1997