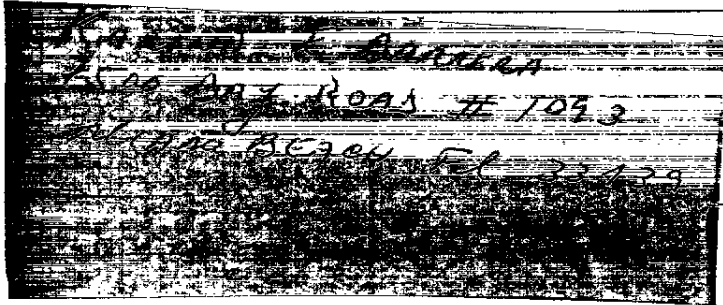


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-01/15/98--01020--020
*****78.75 *****78.75

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. Samantha Tours, Corp.
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

- Walk in Pick up time _____ Certified Copy
 Mail out Will wait Photocopy Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

FILED
98 JAN 15 AM 9:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Examiner's Initials W 1/16/98

ARTICLES OF INCORPORATION

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be: SAMANTHA TOURS, CORP.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

98 JAN 15 AM 9:55

FILED

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

1732 Collins Ave.
Miami Beach, Fl. 33139

ARTICLE III SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is: One Thousand (1000) shares at One Dollar (1.00) per value.

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

Karina E. Barrera
1500 Bay Road
#1093
Miami Beach, Fl. 33139

ARTICLE V INCORPORATOR(S)

See instructions for officers/directors

The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation is(are):

Karina E. Barrera Director & President.
1337 15 Terr
#1
Miami Beach, Fl. 33139

Daniel Tapia Director & Vice-President.
1500 Bay Road
#1093
Miami Beach, Fl. 33139

Norma Granados Director & Treasurer.
1337 15 Terr.
#1
Miami Beach, Fl. 33139

The undersigned incorporator(s) has(have) executed these Articles of Incorporation this

10 day of January, 19 97

Karina E. Barrera

Signature

[Signature]

Signature

Signature

NOTE: Affixing an officer title after a signature of an incorporator does not constitute the designation of officers.

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: SAMANTHA TOURS, CORP.

2. The name and address of the registered agent and office is:

Karina E. Barrera
(NAME)

1500 Bay Road #1093
(P.O. Box or Mail Drop Box **NOT** ACCEPTABLE)

Miami Beach, Fl. 33139
(CITY/STATE/ZIP)

FILED
98 JAN 15 AM 9:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Karina E. Barrera
(SIGNATURE)

1-10-98
(DATE)