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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: FAS-T CORP. AGENTS, INC.
CONTACT: LIDIA FERNANDEZ
PHONE: (305)599-0839

ACCT#: 071001002335

FAX #: (305)716-0346

NAME: TOM TOURS, TRAVEL & SERVICES, INC.

AUDIT NUMBER.....H98000013678

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..1

PAGES..... 4

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** ENTER 'M' FOR MENU. **

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TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
TOM TOURS, TRAVEL & SERVICES, INC.

I - NAME:

The name of this corporation is:

TOM TOURS, TRAVEL & SERVICES, INC.

II - DURATION:

This corporation shall have perpetual existence, unless sooner dissolved in accordance with the laws of the State of Florida.

III - PURPOSE:

This corporation is organized for the purpose of transacting any and all business permitted under the laws of the United States and of the State of Florida.

IV - CAPITAL STOCK:

This corporation is authorized to issue ---SIXTY---(60) shares of ---NO--- par value common stock, which shall be designated "Common Stock"

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 pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

PREPARED BY: JULIO C. TALAVERA,
300 SW 12 Ave., Suite B-332
Miami, Fl. 33130
(305) 541-7363

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VI - INITIAL PRINCIPAL OFFICE, MAILING ADDRESS AND INITIAL REGISTERED OFFICE AND AGENT:

The street address of the initial principal and registered office of this Corporation is:

210 S.W. 107TH AVENUE - SWEETWATER, FL 33174

and the name of the initial registered agent of this Corporation at that address is: ALICIA ANDAUR

VII - INITIAL BOARD OF DIRECTORS:

The Corporation shall have TWO (02)- director (s) initially. The number of directors may be either increased or diminished from time to time by the bylaws but shall never be less than ONE (01).

The name(s) and address(es) of the initial director(s) of this corporation is (are):

ALICIA ANDAUR	(50% SHARES)	146-32 S.W. 113 LANE MIAMI, FL 33186
LUCIA FERNANDEZ	(50% SHARES)	69 SALEM ROAD VALLEY STREAM, N.Y. 11580

VIII - INDEMNIFICATION:

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

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IX - INCORPORATOR:

The name(s) and address(es) of the person(s) signing these articles is (are):

ALICIA ANDAUR	146-32 S.W. 113 LANE
	MIAMI, FL 33156
LUCIA FERNANDEZ	69 SALEM ROAD
	VALLEY STREAM, N.Y. 11580

IN WITNESS WHEREOF, the undersigned subscriber(s) has (have) executed these articles of incorporation this 20TH day of JULY 1998.

Lucia C. Fernandez

Lucia Fernandez

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TALLAHASSEE, FLORIDA

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

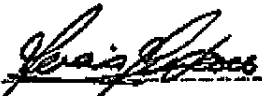
In compliance with Section 607.034 of the Florida Statutes,
the following is submitted:

TOM TOURS, TRAVEL & SERVICES, INC.

desiring to organize or qualify under the laws of the State
of Florida, with its principal place of business in the City
of -----MIAMI-----, County of --DADE---, State of Florida,
has named : ALICIA ANDAUR ----- located at
210 S.W. 107TH AVENUE - MIAMI, FL 33174
City of ----MIAMI----, County of --DADE---, State of Florida
as its agent to accept service of process within the State of
Florida.

ACKNOWLEDGEMENT

Having been named to accept service of process for the above
mentioned Corporation, at the place designated in this
Certificate, I hereby agree to act in this capacity, and
further agree to comply with the provisions of all Statutes
relative to the proper and complete performance of my duties.
Dated this --20TH-- day of ----- JULY -----, 1998.



Resident and registered agent
Alicia Andaur

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