



LIFE EXTENSION CENTER

Executive Offices: 4081 Laguna Street • Coral Gables, FL 33146

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11/1/1999

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*****78.75 *****78.75

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

EFFECTIVE DATE
11-1-99

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

99 NOV -3 AM 8:42

FILED

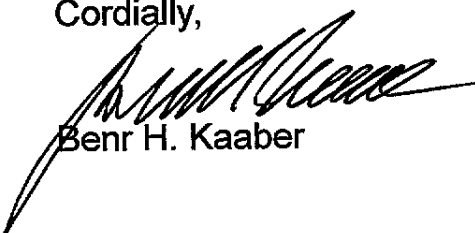
RE: Mexico Destinations, Inc

To whom it may concern:

Enclosed, please find my check in the amount of \$78.75, which I understand is the fee to register the Corporation "Mexico Destinations, Inc.

Please let me know if you need further information.

Cordially,


Benr H. Kaaber

NOV 4 1999

Articles Of Incorporation

Of

Mexico Destinations, Inc.

EFFECTIVE DATE
11-1-99

Article 1 - Name

The name of the corporation is MEXICO DESTINATIONS, INC.

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Article II- Duration

This corporation shall have perpetual existence commencing on the date of execution and acknowledgment of these Articles.

Article III - Purpose

This corporation is organized for the purpose of transaction all lawful business authorized under the laws of the State of Florida, or any other State of the United State, or any foreign country or territory.

Article IV -Capital Stock.

This corporation is authorized to issue 100 shares of no-par value common stock.

Article V - Presumptive 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 she/he already holds, shall have the right to purchase his/hers pro-rate 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 - Registered, Principal Office & Agent

The street address of the initial registered and principal office of this corporation is 4081 Laguna Street, Coral Gables, Florida 33146, and the name of the initial registered agent of this corporation at this address is Bent H. Kaaber.

(2)

Article VII - Initial Board Of Directors

This corporation shall have one Director initially. The number of Directors may be increased time to time by the by-laws, but shall not at any time be less than one. The name and address of the initial Director of this corporation is:

Name	Address.
Tonci Novakovic	9159 S. W. 77 th Avenue Apt.114 Miami, Florida 33155

Article VIII - Incorporators

The names and addresses of the person signing these Articles of Incorporation is Tonci Novakovic 9159 S.W. 77th Apt 114 Avenue Miami, Florida 33155

Article IX - By-Laws

The power, to adopt, alter, amend or repeal By-Laws shall be vested in the shareholders of this corporation

Article X - Restriction On Transfer Of Stock

Shares of capital stock of this corporation shall be issued initially to the following named person/s and in the amount set forth opposite to her/his name:

Name	Shares held:
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Article XI - Shares Held.

Shares held by the initially shareholder listed above may not be resold or otherwise transferred to other persons unless such shares are first offered to the remaining shareholders or to the this corporation. The price and terms at which, and the time within which, such shares may be offered and sold shall be further specified by written agreement between all of the shareholders and this corporation.

(3)

Article XII - Cumulative Voting

At each election for Directors every shareholders entitled to vote at such election shall have the right to cumulate his votes by giving one candidate as many votes as the number of Directors to be elected at that time multiplied by the number of his shares, or by distributing such votes on the same principle among any number of such candidates

Article XIII - Shareholders Quorum & Voting

Sixty (60%) percent of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders.

If a quorum is present, the affirmative vote of sixty (60%) percent of the share represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders. Any one joint tenant or tenant by the entirety may vote the stock for all joint tenants and the spouse of the tenant by the entirety.

Article XIV - Approval Shareholders Required For Merger

The approval of the shareholders of this corporation to any plan of merger shall be required in every case, whether or not such approval is required by law.

Article XV - Right Of Shareholders To Dissent

The shareholders of this corporation shall have the right to dissent from any corporate action from which shareholders are entitled to dissent under the Florida General Corporation Act, even though the date fixed to determine the shareholders entitled to vote on such corporate actions, the shares of the corporation were registered on a National Securities Exchange or held of record by not less than 2,000 shareholders.

Articles XVI - Shareholders Meeting Required

Any action of the shareholders of this corporation must be taken at a meeting of the shareholders of this corporation, duly called as provided by law.

(4)

Article XVII - Management Of Corporation By Shareholders

All corporate powers shall be exercised by or under the authority of, and the business and affairs of this corporation, shall be managed under the direction of, the shareholders of this corporation.

Article XVIII - Designation Of Registered Agent

Pursuant to Section 48.091, Bent H. Kaaber whose registered address is 4081 Laguna Street, Coral Gables, Florida 33146, is designated as the Registered Agent of this Corporation.

Article XIX - Indemnification

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

Article XX - Sale Of Stock

In the event any stockholders desires to dispose of any of his stock in the corporation during his lifetime, he shall first offer to sell said stock to this corporation at a price to be determined by the book value of the stock as ascertained by a certified public accountant. Any share not purchased by this corporation within sixty (60) days after receipt of offer to sell shall ne next offered to the other stockholders each of whom shall have the right to purchase such portions of the stock offered for sale as the number of shares owned by him at such date shall bear to the total number of shares owned by all of the other stockholders, provided, however, that if any stockholders does not purchase his full proportionate share of said stock, the unaccepted stock may be purchased by the other stockholders, and any of such stock thereafter not purchased by the corporation or the stockholders maybe purchased by any other person or persons, for any amount acceptable to the stockholder wishing to dispose of his/her said stock, it being understood, however, that this corporation shall not at any one time have more that ten (10) stockholders, all of whom must be individuals or estates of deceased stockholders. No stockholders may be a non-resident alien, and only common stock may be issued. No transfer of stock hereunder shall be valid until the same has been duly recorded in the transfer records of this corporation.

