

540944

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BASIC AMENDMENT
AROUND THE WORLD TRAVEL, INC.

Certificate of Status	1
Certified Copy	1
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AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
AROUND THE WORLD TRAVEL, INC.

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Pursuant to the requirements of Section 607.1007 of the Florida Business Corporation Act, the undersigned does hereby make, swear to, adopt and file these Amended and Restated Articles of Incorporation of AROUND THE WORLD TRAVEL, INC. (the "Corporation"), which Corporation was incorporated in the State of Florida on June 29, 1977, charter number 540944.

1. The shareholders of the Corporation have unanimously voted to adopt the Amended and Restated Articles of Incorporation. Therefore, Articles I through IX of the Corporation's Articles of Incorporation are deleted in their entirety and are amended and restated as follows:

ARTICLE I

Name and Duration

The name of the Corporation is AROUND THE WORLD TRAVEL, INC. The duration of the Corporation is perpetual.

ARTICLE II

Principal Office

The address of the principal office of the Corporation is 1701 Ponce de Leon Blvd., Coral Gables, Florida 33134.

ARTICLE III

Board of Directors

1. The number of members of the Board of Directors shall be five (5) which number may be increased, from time to time as provided by the Bylaws; provided, however, there shall

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never be less than five (5). Each director shall serve until the next annual meeting of shareholders and until his successor has been duly elected or until his earlier resignation, removal or death.

2. If any vacancy occurs in the Board of Directors during a term, the remaining directors, by affirmative vote of a majority thereof, may, except as may otherwise be provided in any shareholders' agreement, elect a director to fill the vacancy until the next annual meeting of shareholders.

ARTICLE IV

Registered Agent and Office

The registered agent of the Corporation shall be B&C Corporate Services, Inc., located at 201 South Biscayne Boulevard, Suite 3000, Miami, Florida 33131.

ARTICLE V

Corporate Purposes, Powers and Rights

1. The nature of the business to be conducted or promoted and the purposes of the Corporation are to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act.

2. In furtherance of its corporate purposes, the Corporation shall have all of the general and specific powers and rights granted to and conferred on a corporation by the Florida Business Corporation Act.

ARTICLE VI

Capital Stock

1. The total number of shares of capital stock which the Corporation has the authority to issue is 400,000,000 shares, which shall consist of 300,000,000 shares of Common Stock, \$0.001 par value per share ("Common Stock") and 100,000,000 shares of Preferred Stock, \$0.001 par value per share ("Preferred Stock").

2. a. The designations, preferences and relative participating, optional or other special rights, and qualifications, limitations or restrictions of Common Stock are as follows:

(1) Only after payment of dividends on Preferred Stock to the holders thereof, in each fiscal year, the holders of the Common Stock are entitled to receive, to the extent permitted by law, such dividends as may be declared from time to time by the Board of Directors.

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(2) In the event of the voluntary or involuntary liquidation, dissolution, distribution of assets or winding up of the Corporation, after distribution in full of the preferential amounts to be distributed to the creditors and holders of shares of Preferred Stock, if any, the holders of Common Stock shall be entitled to receive all of the remaining assets of the Corporation of whatever kind available for distribution to shareholders ratably in proportion to the number of shares of Common Stock held by them respectively. The Board of Directors may distribute in kind to the holders of Common Stock such remaining assets of the Corporation or may sell, transfer or otherwise dispose of all or any part of such remaining assets to any other corporation, trust or other entity and receive payment therefor in cash, stock or obligations of such other corporation, trust or other entity, or any combination thereof, and may sell all or any part of the consideration so received and distribute any balance thereof in kind to holders of Common Stock. The merger or consolidation of the Corporation into or with any other corporation, or the merger of any other corporation into it, or any purchase or redemption of shares of stock of the Corporation of any class, shall not be deemed to be a dissolution, liquidation or winding up of the Corporation for the purposes of this Paragraph 2.a.(2).

(3) Each holder of Common Stock has one vote with respect to each share of such stock held by him of record on the books of the Corporation on all matters voted upon by the shareholders.

b. The Board of Directors is hereby expressly granted authority, to the fullest extent now or hereafter permitted herein and by the Florida Business Corporation Act, at any time or from time to time, by resolution or resolutions, to fix and determine the terms, relative rights, designations, preferences and relative participating, optional or other special rights, and qualifications, limitations or restrictions of the Preferred Stock, including without limitation any voting rights thereof, to divide the shares of Preferred Stock into and issue the same in series, to fix and determine variations as among series of such Preferred Stock to the extent permitted by law, and, within the limits from time to time of the authorized but unissued shares of Common Stock, to provide that shares of the Preferred Stock, or any series thereof, may be convertible into the same or a different number of shares of the Common Stock. Upon conversion of shares of the Preferred Stock, the shares of the Preferred Stock surrendered in such conversion shall be retired unless the Board of Directors takes the specific action that the same be canceled.

ARTICLE VII

Amendment

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon shareholders herein are granted subject to this reservation.

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ARTICLE VIII

Bylaws

The power to adopt, amend or repeal bylaws for the management of this Corporation shall be vested in the Board of Directors or the shareholders, but the Board of Directors may not amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the Board of Directors.

ARTICLE IX

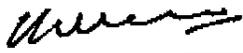
Indemnification

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

2. The foregoing Amended and Restated Articles of Incorporation of Around the World Travel, Inc. were unanimously adopted by all the members of the Board of Directors and all of the shareholders of the Corporation on the 23rd day of December, 1999, and the number of votes cast for such amendment and restatement was sufficient for approval.

DATED this 23rd day of December, 1999.

AROUND THE WORLD TRAVEL, INC.,
a Florida corporation

By: 

Printed Name: K. G. Curtis

As its: President

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REGISTERED AGENT CERTIFICATE

Having been named to accept service of process and serve as successor registered agent for AROUND THE WORLD TRAVEL, INC., at the place designated in these Amended and Restated Articles of Incorporation, the undersigned, by and through its duly elected officer, hereby accepts to act in this capacity, and agrees to comply with the provision of said statute relative in keeping open said office, and further states that it is familiar with §607.0501, Florida Statutes.

DATED this 23rd day of December, 1999.

B&C Corporate Services, Inc.

By: *[Signature]*
Name: ALVA SALASO
Title: Vice President

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