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LAW OFFICES
JOEL H. FELDMAN, P.A.

401 CAMINO GARDENS BLVD.
TALLAHASSEE, FLORIDA 32314
(904) 392-1400
(904) 392-1415
www.joelhfeldman.com
jhf@gate.net

JOEL H. FELDMAN
ADAM B. SKLAR*

MERIDETH WATSON
CERTIFIED LEGAL ASSISTANT

*ADMITTED IN FL & NJ

February 14, 2000

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

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****125.00 ****125.00

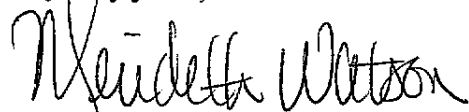
Re: Go Cacun, LLC

Dear Clerk:

Enclosed please find check #1025 in the amount of \$125.00 representing the filing fee for the enclosed Articles of Organization and Statement Designating Registered Agent and Office.

Please forward acknowledgment of filing to this office.

Very truly yours,



Merideth Watson
Certified Legal Assistant

MW/pt
Enclosure

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SL



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

February 24, 2000

MERIDETH WATSON
JOEL H. FELDMAN, P.A.
401 CAMINO GARDENS BLVD
BOCA RATON, FL 33432

SUBJECT: GO CANCUN, LLC
Ref. Number: W00000005152

We have received your document for GO CANCUN, LLC and your check(s) totaling \$125.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain both the street address of the principal office and the mailing address of the limited liability company.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6043.

Shawn Logan
Document Specialist

Letter Number: 400A00010136

*It does -
See Article One -*

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TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION OF

GO CANCUN, L.L.C.

The undersigned certify that we have associated ourselves together for the purpose of becoming a limited liability company under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of professional limited liability companies for profit. We declare that the following Articles shall serve as authority for the conduct of the business of the limited liability company.

ARTICLE ONE

NAME AND PRINCIPAL PLACE OF BUSINESS

(and mailing address)

The name of the limited liability company shall be GO CANCUN, L.L.C., with its principal office at 539 N.E. 10th Avenue, Fort Lauderdale, Broward County, Florida 33301, but it shall have authority to establish such other offices at any other locations as its members may designate.

ARTICLE TWO

POWERS AND PURPOSES

The limited liability company is authorized to conduct and transact any and all business lawful in the State of Florida for limited liability companies, including, but not limited to establishing advertising, marketing and publicity for the city and surrounding areas of Cancun, Mexico, including its tourist, hotel and food and beverage industries and for the sale of travel packages, including airline and car reservations and hotel accommodations, and the sale of goods related to tourism in Cancun, Mexico. Nothing contained herein shall be deemed or construed to authorize or permit the limited liability company to exercise any power or perform any act which a limited liability company may not exercise or perform under Florida law.

ARTICLE THREE

EXERCISE OF POWERS

All limited liability company powers shall be exercised, and the business of the limited liability company shall be managed, by and under the direction of the members of

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the company. This Article may be amended from time to time in the regulations of the limited liability company by a vote of two-thirds ($\frac{2}{3}$) of the members of the company.

ARTICLE FOUR

MANAGEMENT

Management of this limited liability company is reserved to its members, whose names and addresses are:

Anthony J. Campanale	539 N.E. 10 th Ave. Fort Lauderdale, Florida 33301
John Scott	539 N.E. 10 th Ave. Fort Lauderdale, Florida 33301
Gabriel Escalante	539 N.E. 10 th Ave. Fort Lauderdale, Florida 33301

The members may delegate to any or all of its members, in the Regulations of the limited liability company, such management authority as the members may determine to be in the best interest of the limited liability company, subject to the provisions of Florida law, as amended from time to time.

ARTICLE V

MEMBERSHIP RESTRICTIONS

Members shall have the right to admit new members by a vote of two-thirds ($\frac{2}{3}$) of the members. Contributions of new members shall be determined as of the time of admission to the limited liability company.

A member's interest in the limited liability company may not be sold or otherwise transferred except with the written consent of seventy-five percent (75%) of the members.

On death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or the occurrence of any other event that terminates the continued membership of a member in the limited liability company, the remaining members shall have the right to continue the business on the consent of seventy-five (75%) of the remaining members.

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ARTICLE SIX

CAPITAL CONTRIBUTIONS

Capital contributions in the amount of \$200.00 shall be paid to the limited liability company by each member named herein. Additional capital contributions will be made as required for investment purposes, as determined by two-thirds ($\frac{2}{3}$) of the members. All members shall make equal contributions to the company.

ARTICLE SEVEN

PROFITS AND LOSSES

A. *Profit Sharing.* The members shall be entitled to the net profits arising from the operation of the limited liability company which remain after the payment of the expenses of conducting the business of the limited liability company. Each member shall be entitled to an equal distributive share of the profits. The distributive share of the profits shall be determined and paid to the members each year on the anniversary date of the commencement of business of the limited liability company, the month and day of the commencement date being January 15, 2000.

B. *Losses.* All losses that occur in the operation of the limited liability company shall be paid out of the capital of the company and the profits of the business, or, if these sources are insufficient to cover such losses, by the members in equal shares.

ARTICLE EIGHT

DURATION

This limited liability company shall have perpetual existence until dissolved in a manner provided by law, or as provided in the regulations adopted by the members.

ARTICLE NINE

INITIAL REGISTERED OFFICE AND INITIAL REGISTER AGENT

The address of the initial registered office of the limited liability company is 401 Camino Gardens Boulevard, Boca Raton, Palm Beach County, Florida 33432. The name of the initial registered agent at that address is Joel H. Feldman, Esq.

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THE UNDERSIGNED, BEING THE ORIGINAL MEMBERS OF THE LIMITED LIABILITY COMPANY CERTIFY THAT THIS INSTRUMENT CONSTITUTES THE PROPOSED ARTICLES OF ORGANIZATION OF GO CANCUN, L.L.C.

EXECUTED by the undersigned at Boca Raton, Florida this 27th day of January, 2000.


ANTHONY J. CAMRANALE


JOHN SCOTT


GABRIEL ESCALANTE

Go Cancun/Articles

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TALLAHASSEE, FLORIDA

STATEMENT DESIGNATING REGISTERED AGENT AND OFFICE

STATE OF FLORIDA)
) ss.
COUNTY OF PALM BEACH)

Pursuant to Sections 608.415 and 608.407(1)(d), of the Florida Limited Liability Company Act, the limited liability company named below submits the following statement in designating its registered office and registered agent in the State of Florida:

The name of the limited liability company is GO CANCUN, L.L.C.

The name of the registered agent for GO CANCUN, L.L.C. is Joel H. Feldman, Esq., located at 401 Camino Gardens Boulevard, Boca Raton, Florida 33432 and the street address of the company's principal office is located at 539 N.E. 10th Avenue, Fort Lauderdale, Florida 33301.

This statement is to acknowledge that, as indicated above, GO CANCUN, L.L.C. has appointed me, Joel H. Feldman, Esq., as its registered agent to accept service of process for the company at the place designated above. I accept this 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 complete and proper performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

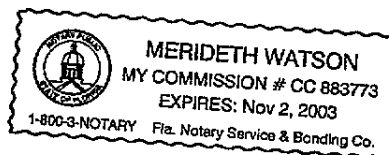
DATED this 22nd day of December, 1999.


By: **JOEL H. FELDMAN, ESQ.**

~~1999~~ ²⁰⁰⁰ The foregoing instrument was acknowledged by me this 27th day of ~~December~~ ^{January}, ~~1999~~ by JOEL H. FELDMAN, ESQ., agent of and for GO CANCUN, L.L.C., a limited liability company, who is personally known to me or who produced pers. known as identification.


NOTARY PUBLIC

Go cancun\reg agent



SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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