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Florida Department of State
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Phone : (305) 376-6023
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ATTN: Blanca R Monroes, Corp. Counsel

LIMITED LIABILITY COMPANY

SERVICIOS ELECTRONICOS DE VIAJES LLC
(English Translation: Online Travel Services LLC)

Certificate of Status	0
Certified Copy	1
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Name	8-11
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**ARTICLES OF ORGANIZATION
OF
SERVICIOS ELECTRONICOS DE VIAJES, LLC**

FAX AUDIT NO.:
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The undersigned, for the purpose of forming a limited liability company under the laws of Florida, hereby adopts the following Articles of Organization:

Article I
Name

The name of the limited liability company is **SERVICIOS ELECTRONICOS DE VIAJES, LLC** (the "Company"). The English translation is: Online Travel Services LLC.

Article II
Duration

This Company shall exist on the date of filing of these Articles with the Secretary of State of the State of Florida. The duration of the Company shall be perpetual.

Article III
Nature of Business and Mailing Address

This Company is organized for the purpose of transacting any or all lawful business. The mailing address and the street address of the Company's initial principal office is One Biscayne Tower, Suite 3400, 2 South Biscayne Boulevard, Miami, Florida 33131

THIS DOCUMENT PREPARED BY:

Lisette Stancioff, Esq.
Gunster Yoakley
Suite 3400 - One Biscayne Tower
2 South Biscayne Boulevard
Miami, Florida 33131
Tel: (305) 376-6059

Florida Bar No.: 145777

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Article IV
Initial Registered Office and Agent

The street address of the initial registered office of this Company is One Biscayne Tower, Suite 3400, 2 South Biscayne Boulevard, Miami, Florida 33131, and the name of the initial registered agent of this Company at that address is Valdes-Fauli Corporate Services, Inc.

Article V
Unit Certificates

Each Member's interest in the Company may be evidenced by a membership or unit certificate. The amount of capital which the initial sole Member has committed as its initial capital contribution is One Thousand Dollars (\$1,000.00), which shall be paid entirely in cash. Additional capital contributions may be received at such times and in such amounts as may be determined and allowed as provided in the Regulations and Operating Agreement.

Article VI
Addition of New Members

New owners who take their interest directly from the Company will be admitted as Members. New owners who take their interest by assignment, inheritance, or operation of law will be admitted only with the unanimous consent of all Members or as otherwise provided in the Regulations and Operating Agreement of the Company.

Article VII
Continuation on Death, Retirement, Etc. of Members

The remaining Members of the limited liability company will have the right to continue the business upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a Member or occurrence of any other event which terminates the continued Membership of a Member in this Company. The Company shall terminate upon the consent of all Members or as otherwise provided in accordance with the terms of the Regulations and Operating Agreement.

Article VIII
Member Managed

This company shall be managed by the Members of the Company.

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Article IX
Amendment

This Company reserves the right to amend or repeal any provision contained in these Articles of Organization, and any right conferred upon the Members is subject to this reservation.

IN WITNESS WHEREOF, the undersigned authorized representative of the initial member has executed these Articles the 10th day of August, 2000.


Lissette Stancioff, Esq., Authorized Representative

STATE OF FLORIDA

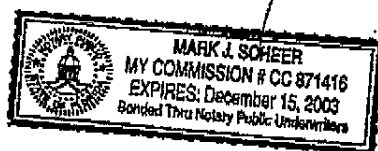
COUNTY OF MIAMI-DADE

)
) SS.:
)

The foregoing instrument was acknowledged before me this 10th day of August, 2000, by Lissette Stancioff, Esq., who is personally known to me and who did not take an oath.


Notary Public, State of Florida at Large

My Commission Expires:



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ACCEPTANCE BY REGISTERED AGENT

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Having been named to accept service of process for the above stated Limited Liability Company, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Valdes-Fauli Corporate Services, Inc.

By:

Mark J. Scheer, Vice President

Dated: August 10, 2000.

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