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To:
Division of Corporations
Fax Number : (850)205-0383

From:
Account Name : FAS-T CORP. AGENTS, INC.
Account Number : 071001002335
Phone : (305)599-0839
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LIMITED LIABILITY COMPANY

COMPAGNI DI VIAGGIO, LLC

Certificate of Status	0
Certified Copy	1
Page Count	03
Estimated Charge	\$155.00

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01 MAY 24 PM 14:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA
ARTICLES OF ORGANIZATION
FOR
COMPAGNI DI VIAGGIO, LLC

The undersigned, for the purpose of forming a limited liability company pursuant to the Florida Limited Liability Company Act, F.S. Chapter 608, hereby make, acknowledge, and file the following Articles of Organization.

ARTICLE I - NAME

The name of the Limited Liability Company is **COMPAGNI DI VIAGGIO, LLC.**

ARTICLE II - ADDRESS

The mailing address and street address of the principal place of business of the Limited Liability Company is c/o Galaxy Vacations, 3550 Biscayne Blvd., Suite 710, Miami, Florida 33137.

ARTICLE III - DURATION

The Company shall commence its existence on the date these Articles of Organization are filed by the Florida Department of State. The Company's existence shall be perpetual, unless the Company is earlier dissolved as provided in these Articles of Organization.

ARTICLE IV - PURPOSES AND POWERS

The general purpose for which the Company is organized is to operate the business of COMPAGNI DI VIAGGIO, LLC, and to transact any lawful business for which a limited liability company may be organized under the laws of the State of Florida. The Company shall have all the powers granted to a limited liability company under the laws of the State of Florida.

ARTICLE V - CAPITAL CONTRIBUTIONS

The members of the Company shall contribute to the capital of the Company only upon the unanimous consent of all the members.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA**ARTICLE VI - ADMISSION OF NEW MEMBERS**

No additional member shall be admitted to the Company except with the unanimous written consent of all the members of the Company and upon such terms and conditions as shall be determined by all the members. A member may transfer his or her interest as set forth in the regulations of the Company, but the transferee shall have no right to participate in the management of the business and affairs of the Company or become a member, unless all the other members of the Company other than the member proposing to dispose of his or her interest approve of the proposed transfer by unanimous written consent. The existing members shall determine the amount and nature of contributions by new members at the time new members are admitted.

ARTICLE VII - CONTINUATION OF BUSINESS

The remaining members of the Company have the right to continue the business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the Company. The business may be continued only on the unanimous written consent of the remaining members; otherwise, the Company shall be dissolved.

ARTICLE VIII - MANAGEMENT

The Company shall be managed by the members in accordance with the regulations adopted by the members for the management of the business and affairs of the Company. These regulations may contain any provisions for the regulation and management of the affairs of the Company not inconsistent with law and these Articles of Organization. The names and address of the managing members of the Company are:

NAME**ADDRESS**

Irene Palma

c/o Galaxy Vacations
3550 Biscayne Blvd, Suite 710
Miami, Florida 33137**ARTICLE IX - REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of the Company is 710 Washington Avenue, #5, Miami Beach, Florida, 33139, and the name of its initial registered agent at such address is Chandler R. Finley Esq.

ARTICLE X - INDEMNIFICATION

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

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IN WITNESS WHEREOF, the undersigned organizer(s) have made and subscribed these Articles of Organization at Dade County, Florida for the foregoing uses and purposes this 28th day of April, 2001.

Irene Palma

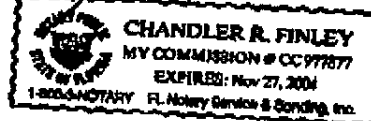
Irene Palma, Organizer

STATE OF FLORIDA
DADE COUNTY

Before me personally appeared Irene Palma, to me well known to be the organizer(s) of the above limited liability company and who subscribed the above Articles of Organization, and they each freely and voluntarily acknowledged before me according to law that they made the same for the uses and purposes mentioned and set forth in it.

IN WITNESS WHEREOF, I have set my hand affixed my official seal this 28th day of April, 2001.

Chandler R. Finley
Notary Public, State of Florida
Commission Expires:



ACCEPTANCE OF REGISTERED AGENT

The undersigned, having been named in the Articles of Organization as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, I hereby accept the 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 proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent of COMPAGNI DI VIAGGIO, LLC., as provided for in Chapter 608, Florida Statutes.

Chandler R. Finley
Chandler R. Finley
Registered Agent