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TALLAHASSEE, FLORIDA

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JOEL H. FELDMAN
AUDREY B. SCHNEIDERMAN

MERIDETH WATSON
CERTIFIED LEGAL ASSISTANT

October 30, 2003

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

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TALLAHASSEE, FLORIDA

Re: **Dominican Republic Travel Company, LLC**

Dear Clerk:

Enclosed please find check #_____ in the amount of \$125.00 representing the filing fee for the enclosed Articles of Incorporation.

Please forward acknowledgment of filing to this office.

Very truly yours,


Merideth Watson
Certified Legal Assistant

MW/pt
Enclosure

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ARTICLES OF ORGANIZATION OF
DOMINICAN REPUBLIC TRAVEL COMPANY, LLC

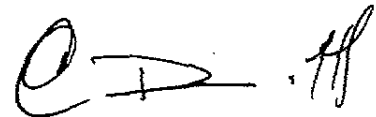
The undersigned certify that we have associated ourselves together for the purpose of becoming a limited liability company under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of professional limited liability companies for profit. We declare that the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

ARTICLE ONE
NAME; PRINCIPAL PLACE OF BUSINESS;
MAILING ADDRESS OF BUSINESS

The name of the limited liability company shall be DOMINICAN REPUBLIC TRAVEL COMPANY, LLC, with its principal office at 2455 East Sunrise Boulevard, Suite 1101, Fort Lauderdale, Florida 33304, but it shall have authority to establish such other offices at any other locations as its members may designate. The mailing address of the limited liability company shall be 2455 E. Sunrise Blvd., Suite 1101, Fort Lauderdale, Florida 33304.

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 cruise lines, tour companies, resorts, cities and regions appealing to the tourism and vacation industry including the hotel, food and beverage industries and for the sale of travel packages, including airline and car reservations and hotel accommodations, and all aspects of public relations related to the promotion of tourism, both inside and outside the United States. Nothing contained herein shall be deemed or construed to authorize or permit the limited liability company to exercise any power or perform any act that 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 the company. This Article may be amended from time to time in the regulations of the limited liability company by a vote of all three members and pass with a vote of two-thirds (2/3) of the membership of the company.

ARTICLE FOUR
MANAGEMENT

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

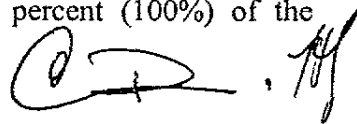
ANTHONY J. CAMPANALE Chief Executive Officer	2455 E. Sunrise Blvd., #1101 Ft. Lauderdale, FL 33304
JOHN F. SCOTT Chief Financial Officer	2455 E. Sunrise Blvd., #1101 Ft. Lauderdale, FL 33304
REYSON PIMENTEL Vice-President	2455 E. Sunrise Blvd., #1101 Ft. Lauderdale, FL 33304

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 FIVE
MEMBERSHIP RESTRICTIONS

Members shall have the right to admit new members by a vote of all three members and pass with a vote of two-thirds (2/3) of the membership. 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 one hundred percent (100%) of the members.



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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

Each member named herein shall pay capital contributions in the amount of \$333.33 to the limited liability company. Additional capital contributions will be made as required for investment purposes, as determined by a vote by all members and pass with a vote of two-thirds (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. The amount of 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 November 1, 2003. The percentage of the distributive share of the profits shall be as follows:

ANTHONY J. CAMPANALE	33.333%
JOHN F. SCOTT	33.333%
REYSON PIMENTEL	33.333%

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 as follows:

ANTHONY J. CAMPANALE	33.333%
JOHN F. SCOTT	33.333%
REYSON PIMENTEL	33.333%

R. H. C.

ARTICLE EIGHT
DURATION

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

ARTICLE NINE
INITIAL REGISTERED OFFICE AND
INITIAL REGISTERED AGENT

The address of the initial registered office of the limited liability company is 401 Camino Gardens Blvd., Boca Raton, FL 33432. The name of the initial registered agent at that address is Joel H. Feldman.

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

EXECUTED by the undersigned at Fort Lauderdale, Florida this 14th day of August, 2003.



ANTHONY J. CAMPANALE




JOHN F. SCOTT



REYSON PIMENTEL




Roxanne M. Trubey
Commission #DD234576
Expires: Jul 23, 2007
Bonded Thru
Atlantic Bonding Co., Inc.

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