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FLORIDA PROFIT CORPORATION OR P.A.

FLORIDA ASSOCIATION OF TRAVEL AGENTS, INC.

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**FLORIDA DEPARTMENT OF STATE**  
**Sandra B. Mortham**  
**Secretary of State**

December 1, 1998

EMPIRE

SUBJECT: FLORIDA ASSOCIATION OF TRAVEL AGENTS, INC.  
REF: W98000026741

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

PLEASE NOTE THE NAME OF THE CORPORATION SHALL BE CONSISTENT WHEREVER IT MAY APPEAR IN YOUR DOCUMENT. YOUR COVER SHEET HAS THE NAME TRAVEL AGENTS, INC. AND ON THE LAST PAGE WHERE THE ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT IS, IN THE NAME OF THE CORPORATION, YOU NEED TO ADD AN "S" TO AGENT.

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TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION OF  
FLORIDA ASSOCIATION OF TRAVEL AGENTS, INC.**

The undersigned, acting as the incorporator for the purpose of forming a not for profit corporation, pursuant to Chapter 617 of the Florida Statutes, adopts the following articles of Incorporation:

**ARTICLE I - NAME**

The name of the Corporation shall be Florida Association of Travel Agents, Inc.

**ARTICLE II - PRINCIPAL OFFICE AND MAILING ADDRESS**

The initial principal office and mailing address of the Corporation is 25 S.E. Second Ave, Suite 1235, Miami, Florida, 33131.

**ARTICLE III - PURPOSE**

The purpose for which the corporation is organized are as follows:

A. To provide the opportunity for exchange of ideas and opinions, and for study and discussion, of various business and technical aspects of the travel agency profession in the State of Florida; to promote the travel agency profession in the State of Florida; to develop and encourage high standards of service for Members serving the industry and the public; and to acquire, preserve and disseminate data and information to Members and to the public relating to the travel agency profession.

B. To exercise all rights and powers conferred by the laws of the State of Florida upon nonprofit corporations, including without limiting the generality of the foregoing, to acquire by bequest, devise, gift, purchase, lease or otherwise any property of any sort or nature without limitation as to its amount or value, and to hold, invest, reinvest, manage, use, apply, employ, sell, expend, disburse, lease, mortgage, convey, option, donate or otherwise dispose of such property and the income, principal and proceeds of such property, for any of the purposes set forth herein.

C. To do such other things as are incidental to the purposes of the Corporation or necessary

This instrument prepared by

Mauro C. Santos, Esq.

Santos & Company, P.A.

25 S.E. 2<sup>nd</sup> Ave. Suite 1235

Miami, Florida 33131 (305) 371-5252

Florida Bar no.: 516759

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or desirable in order to accomplish them.

#### ARTICLE IV - TERM

Corporate existence shall commence upon filing these Articles of Incorporation with the Secretary of State and the term of the Corporation shall be perpetual.

#### ARTICLE V - POWERS

The Corporation shall have all of the common law and statutory powers of a corporation not for profit pursuant to the laws of the State of Florida that are not in conflict with the terms of these Articles.

#### ARTICLE VI - LIMITATIONS

The corporation shall be operated exclusively for the purposes delineated in Article III hereof as a nonprofit corporation. No individual director or member of the corporation shall have any title to or interest in the corporate property or earning in his or her individual or private capacity and no part of the net earnings of the corporation shall inure to the benefit of any director, officer, member or any private shareholder or individual. No substantial part of the activities of the corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation, nor shall the corporation participate in or intervene in any political campaign on behalf of (or in opposition to) any candidate for public office. The corporation be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article III hereof.

#### ARTICLE VII - MEMBERS

Qualification for membership in the Corporation, the manner of members' admission and membership voting rights shall be provided for in the Bylaws of the Corporation, provided however, that as a minimum qualification membership shall be restricted to ARC (Airline Reporting Corporation) approved travel agencies.

#### ARTICLE VIII - DIRECTORS

(A) Powers. All corporate powers shall be exercised by or under the authority of, and the affairs of the Corporation shall be managed under the direction of, the Board of Directors.

(B) Number. The number of directors shall be determined from time to time in accordance with the Bylaws, but shall never be less than three directors, and, in the absence of any such determination, shall be three directors.

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(C) Election; removal. Directors shall be elected or removed in accordance with the procedure provided in the Bylaws.

(D) Initial Directors. The names and addresses of the initial directors to hold office until the first annual meeting of members and until their successors shall have been elected and qualified are as follows:

<u>NAME</u>	<u>ADDRESS</u>
ROSALIA GALDI	TRANSMARES TRAVEL 200 S.E. 1st Street Suite 506 Miami, Florida 33131
GYORGY HALAS	NEW PORT TOURS, INC. 150 S.E. 2 <sup>nd</sup> Avenue Suite 1108 Miami, Florida 33131
CARLA MAGALHAES	MARIANA TOURS 115 S.E. 2 <sup>nd</sup> Street Miami, Florida 33131
ANDRE NUNES	DUMONDE TRAVEL 168 S.E. 1 <sup>st</sup> Street Suite 1103 Miami, Florida 33131
TONY RODRIGUES	BRAZILIAN WAVE TOURS 1881 N.E. 26 <sup>th</sup> Street Suite 70-A Ft. Lauderdale, Florida 33305
FRED SANTOS	FREDSON TRAVEL 100 N. Biscayne Blvd. Suite 701 Miami, Florida 33132
GERALDO SILVA	TRAVEL BUSINESS BUREAU 100 N. Biscayne Blvd. Suite 901 Miami, Florida 33132

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GENY ZVEITER

MC MAGIC CHARTAIR  
150 S.E. 2<sup>nd</sup> Ave.  
Suite 702  
Miami, Florida 33131

**ARTICLE IX - REGISTERED AGENT AND OFFICE**

The name of the initial registered agent of the Corporation and the street address of the initial registered office of the Corporation are as follows:

NAME

ADDRESS

MAURO C. SANTOS

25 SE 2<sup>nd</sup> Avenue, Suite 1235  
Miami, Florida 33131

**ARTICLE X - INCORPORATOR**

The name and street address of the person signing these Articles are as follows:

NAME

ADDRESS

MAURO C. SANTOS

25 SE 2<sup>nd</sup> Avenue, Suite 1235  
Miami, Florida 33131

**ARTICLE XI - BYLAWS**

The Bylaws of the Corporation are to be made and adopted by the Board of Directors and may be altered, amended or rescinded by the Board of Directors.

**ARTICLE XII - NON- STOCK BASIS**

This corporation is organized under a non-stock basis.

**ARTICLE XIII - AMENDMENT**

The Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation or any amendment to them, and all rights and privileges conferred upon the Members, Directors and Officers are subject to this reservation. The Articles of Incorporation may be amended in accordance with the provisions of the laws of the State of Florida, as amended from time to time, unless more specific provisions for amendments are adopted by the Corporation pursuant to law.

**ARTICLE XIV - DISSOLUTION**

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In the event of dissolution, the residual assets of the Corporation shall be turned over to one or more organizations which are exempt from federal income tax as organizations described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended or the corresponding provisions of any future United States Internal Revenue Law, or to the federal, state, or local government for exclusively public purposes.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 30th day of November, 1998.

  
INCORPORATOR

**ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT**

I hereby accept the appointment as the initial registered agent of FLORIDA ASSOCIATION OF TRAVEL AGENTS, INC., as made in the foregoing Articles of Incorporation

  
MAURO C. SANTOS, ESQ.

Date: NOVEMBER 30th, 1998.

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