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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FLORIDA PROFIT CORPORATION OR P.A.

CARIBBEAN TRAVEL GROUP, INC.

Certificate of Status	0
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ARTICLES OF INCORPORATION
OF

CARIBBEAN TRAVEL GROUP, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, hereby associate together for the purpose of becoming a Corporation under the laws of the State of Florida, by and under the provision of the Statutes of the State of Florida, providing for the formation, liabilities, rights, privileges, and immunities of corporations.

ARTICLE I

The name of the Corporation shall be: CARIBBEAN TRAVEL GROUP, INC. Its principal place of business shall be located at 19748 Dinner Key Drive, Boca Raton, Palm Beach County, Florida 33498, or at such other points or places in the State of Florida, the United States or foreign countries as may, from time to time, be authorized by the Board of Directors.

ARTICLE II

The general nature of the business or businesses to be transacted by the Corporation is to do any and all activities or business permitted under the laws of the United States and of this State, as fully and to the same extent as natural persons might or could do or to do anything that may lawfully be done by a corporation.

ARTICLE III

The maximum number of shares of stock this Corporation is

This Document Prepared By:

Kenneth C. Bronchick, P.A.
100 W. Cypress Creek Road #910
Ft. Lauderdale, FL 33309
Telephone No. (954) 938-9300
Florida Bar No. 434434

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authorized to have outstanding at any time shall be 10,000 shares of Common Stock.

The common stock may be paid for in money, property, labor, services or promises to perform services in the future, at a just valuation to be fixed by the Incorporator(s) or by the Director(s) at a meeting called for such purpose.

ARTICLE IV

This Corporation shall have perpetual existence, commencing upon the filing of these Articles.

ARTICLE V

The business of this Corporation shall be conducted by a Board of Directors of not less than one (1) Director, the exact number of Directors may be set by the By-Laws (when enacted) of this Corporation. Directors need not be stockholders.

ARTICLE VI

The names and post office addresses of the first Board of Directors of this Corporation, who shall hold office for the first year of the existence of this Corporation, or until their successors are elected and have qualified, are:

Dean Sharp
19748 Dinner Key Drive
Boca Raton, Florida 33498

ARTICLE VII

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders' meeting by at least a majority of the stock entitled

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to vote, unless all of the Directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE VIII

The offices to be held by the above named Directors are as follows:

PRESIDENT:	DEAN SHARP
SECRETARY:	DEAN SHARP
TREASURER:	DEAN SHARP

ARTICLE IX

The names and post office addresses of each subscriber of these Articles of Incorporation, and a statement of the number of shares of stock which each agrees to take is as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>SHARES</u>
Dean Sharp	19748 Dinner Key Drive Boca Raton, Florida 33498	-0-

All 10,000 shares authorized shall initially be unissued.

ARTICLE X

The name and address of the initial registered agent is:

Kenneth C. Bronchick, Esq.
100 W. Cypress Creek Road
Suite 910
Ft. Lauderdale, Florida 33309

The Board of Directors from time to time may move the Registered Office to any other address in the State of Florida.

ARTICLE XI

Each director and officer of the Corporation now or hereafter serving as such, shall be indemnified by the Corporation against

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any and all claims and liabilities to which he has or shall become subject by reason of serving or having served as such director or officer, or by reason of any action alleged to have been taken, omitted, or neglected by him as such director or officer; and the Corporation shall reimburse each such person for all legal expenses reasonably incurred by him in connection with any such claim or liability, provided, however, that no such person shall be indemnified against, or be reimbursed for any expense incurred in connection with, any claim or liability arising out of his own wilful misconduct or gross negligence.

The amount paid to any officer or director by way of indemnification shall not exceed his actual, reasonable, and necessary expenses incurred in connection with the matter involved.

The right of indemnification hereinabove provided for shall not be exclusive of any rights to which any director or officer of the Corporation may otherwise be entitled by law.

ARTICLE XII

The Bylaws of the Corporation shall be made, altered or rescinded by a majority vote of the Board of Directors; provided that notice thereof, which shall include the text of the Bylaws change, has been furnished in writing to each Director of the Corporation at least ten days prior to the meeting at which such alteration to the Bylaws is to be voted upon.

ARTICLE XIII

The Corporation, at its option, shall have the right to purchase back at fair market value all shares of any stockholder

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and remove any officer and/or director upon clear and convincing evidence or a Court ruling that such stockholder, director and/or officer did commit wilful misconduct or gross negligence to the detriment of the Corporation. The option is to be exercised only by a majority of the stockholders who are not the subject of the vote.

ARTICLE XIV

The provisions of this Charter, and each and every Article and section hereof, and the By-laws (if enacted) of this Corporation shall be considered a part of every contract and transaction to which this Corporation shall be a party. Every person, association and/or corporation dealing with this Corporation is hereby charged with notice and knowledge of this Corporation.

IN WITNESS WHEREOF, we have hereunto set our hands and seals this 6th day of June, 2000.


 (SEAL)
DEAN SHARP

STATE OF FLORIDA
COUNTY OF BROWARD

The foregoing instrument was acknowledged before me this 6th day of June, 2000 by DEAN SHARP, who is personally known to me or who has produced Personally Known as identifications and who did not take an oath.

My Commission Expires:




NOTARY PUBLIC (SEAL)
Kenneth C. Bronchick
Printed Name of Notary

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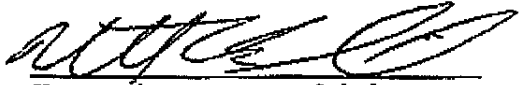
CERTIFICATE DESIGNATING REGISTERED AGENT UPON
WHOM PROCESS MAY BE SERVED WITHIN THIS STATE

In pursuance of Chapter 48.091 of the Florida Statutes,
 the following is submitted, in compliance with said Act:

That CARIBBEAN TRAVEL GROUP, INC., a Florida corporation
 qualified to do business under the laws of this State, with its
 principal office at Broward County, Florida, has appointed KENNETH
 C. BRONCHICK, Esq. as its agent to accept service of process within
 this State at: 100 W. Cypress Creek Road, Suite 910, Ft.
 Lauderdale, Florida 33309.

Having been named to accept service of process for the
 above stated Corporation, at the place designated in this
 certificate, I hereby accept to act in this capacity, and agree to
 comply with the provision of said Act relative to keeping open said
 office.

BY:


 Kenneth C. Bronchick
 Registered Agent

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