

TRANSMITTAL LETTER

P00000094541

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

APPROVED
AND
FILED

00 OCT -6 PM 1:00

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SUBJECT:

Silver Travel Inc OF HAVANA

(Proposed corporate name - must include suffix)

70000341-267-0
-10/06/00-01083-016
*****78.75 *****78.75

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

☐ \$70.00
Filing Fee

☐ \$78.75
Filing Fee
& Certificate of Status

☒ \$78.75
Filing Fee
& Certified Copy

☐ \$87.50
Filing Fee,
Certified Copy
& Certificate of
Status

ADDITIONAL COPY REQUIRED

FROM:

Sue Johnson

Name (Printed or typed)

303 N MAIN ST

Address

HAVANA FLA 32333

City, State & Zip

(850) 539-1199

Daytime Telephone number

RECEIVED
00 OCT -6 PM 12:48
DIVISION OF CORPORATION

NOTE: Please provide the original and one copy of the articles.

10-6
mm

ARTICLES OF INCORPORATION

OF

OF HAVANA
SILVER TRAVEL, INC.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

00 OCT -6 PM 1:00

APPROVED
AND
FILED

THE UNDERSIGNED NATURAL PERSON (S) OF LEGAL AGE, ACTING AS
INCORPORATOR UNDER THE PROVISIONS OF FLORIDA STATUTES, CHAPTER 607, ADOPT THE
FOLLOWING ARTICLES OF INCORPORATION:

ARTICLE I

NAME

THE NAME OF THIS CORPORATION AND PRINCIPAL OFFICE SHALL BE:

OF HAVANA
SILVER TRAVEL, INC
303 N MAIN STREET
HAVANA, FLORIDA 32333

ARTICLE II

PURPOSES

THE CORPORATION MAY ENGAGE IN ANY ACTIVITY OR BUSINESS PERMITTED UNDER THE
LAWS OF THE United States of America AND OF THIS STATE.

ARTICLE III

STOCK CLAUSE

THE AGGREGATE NUMBERS OF SHARES OF STOCK WHICH THIS CORPORATION SHALL
HAVE THE AUTHORITY TO ISSUE SHALL BE TWENTY THOUSAND (20,000) SHARES OF
COMMON STOCK HAVING \$1.00 PAR VALUE PER SHARE.

ARTICLE IV

SUBSCRIBERS, INCORPORATORS AND DIRECTORS

THE NAME AND ADDRESS OF THE SUBSCRIBER (S), INCORPORATOR (S), AND DIRECTOR (S)
ARE:

NAME

ADDRESS

SUSAN B. JOHNSON

303 N MAIN ST.
HAVANA, FL 32333

ARTICLE V

INFORMAL SHAREHOLDER ACTION

THE HOLDERS OF NOT LESS THAN A MAJORITY OF THE ISSUED AND OUTSTANDING SHARES OF THE VOTING STOCK OF THE CORPORATION MAY ACT BY WRITTEN AGREEMENT WITHOUT A MEETING, AS PROVIDED IN FLORIDA STATUTES 607.394 AND THE BYLAWS.

ARTICLE VI

FUNDAMENTAL CHANGES

THE AFFIRMATIVE VOTE OF HOLDERS OF THE MAJORITY OF THE OUTSTANDING SHARES OF ALL CLASSES OF STOCK ENTITLED TO VOTE SHALL BE NECESSARY FOR THE FOLLOWING CORPORATE ACTION:

A) AMENDMENT, ALTERATION, CHANGE OR REPEAL OF ANY PROVISIONS OF THE ARTICLES OF INCORPORATION;

B) REORGANIZATION, MERGER OR CONSOLIDATION OF THE CORPORATION;

C) SALE, LEASE OR EXCHANGE OF THE MAJOR PORTION OF THE PROPERTY OR ASSETS OF THE CORPORATION;

D) DISSOLUTION OF THE CORPORATION;

E) ISSUANCE OF SHARES OF ANY CLASS, SERIES OR KIND OF STOCK (WHETHER OR NOT PRESENTLY AUTHORIZED), INCLUDING TREASURY STOCK.

ARTICLE VII

PRE-EMPTIVE RIGHTS

EACH SHAREHOLDER OF THIS CORPORATION SHALL HAVE THE FIRST RIGHT TO PURCHASE SHARES (AND SECURITIES CONVERTIBLE INTO SHARES) OF ANY CLASS, KIND OR SERIES OF STOCK IN THIS CORPORATION THAT MAY FROM TIME TO TIME BE ISSUED (WHETHER OR NOT PRESENTLY AUTHORIZED), INCLUDING SHARES FROM THE TREASURY OF THIS CORPORATION, IN THE RATIO THAT THE NUMBER SHARES HE HOLDS AT THE TIME OF ISSUE BEARS TO THE TOTAL NUMBERS OF SHARES OUTSTANDING EXCLUSIVE OF TREASURY SHARES.

THIS RIGHT SHALL BE DEEMED WAIVED BY ANY SHAREHOLDER WHO DOES NOT EXERCISE IT AND PAY FOR THE SHARES PRE-EMPTED WITHIN THIRTY (30) DAYS OF RECEIPT OF A NOTICE IN WRITING FROM THE CORPORATION STATING THE PRICES, TERMS AND CONDITIONS OF THE ISSUE OF SHARES AND INVITING HIM TO EXERCISE HIS PRE-EMPTIVE RIGHTS. THIS RIGHT MAY ALSO BE WAIVED BY AFFIRMATIVE WRITTEN WAIVER SUBMITTED BY THE SHAREHOLDER TO THE CORPORATION WITHIN THIRTY (30) DAYS OF RECEIPT OF NOTICE FROM THE CORPORATION.

ARTICLE VIII

DIRECTORS

A. THE BUSINESS OF THE CORPORATION SHALL BE MANAGED INITIALLY BY A BOARD OF ONE (1) DIRECTOR. THE NUMBER OF DIRECTORS MAY BE, AS PROVIDED IN THE BYLAWS, INCREASED OR DECREASED, BUT SHALL NEVER BE LESS THAN ONE (1) DIRECTOR.

B. IN ANY ELECTION OF THE DIRECTORS BY THE SHAREHOLDERS, EACH SHAREHOLDER OF RECORD ENTITLED TO VOTE SHALL HAVE THE RIGHT TO CUMULATE HIS SHARES AND TO GIVE ONE CANDIDATE AS MANY VOTES AS SHALL EQUAL THE NUMBER OF DIRECTORS TO BE ELECTED MULTIPLIED BY THE NUMBER OF SHARES OWNED BY SUCH STOCKHOLDER, OR TO DISTRIBUTE THEM ON THE SAME PRINCIPLE AMONG AS MANY CANDIDATES AS HE SEES FIT; PROVIDED, HOWEVER, THAT NOTICE SHALL BE GIVEN BY ANY SHAREHOLDER TO THE PRESIDENT OR A VICE PRESIDENT OF THE CORPORATION NOT LESS THAN TWENTY FOUR (24) HOURS BEFORE THE TIME FIXED FOR THE HOLDING OF THE MEETING FOR THE ELECTION OF DIRECTORS THAT HE INTENDS TO ACCUMULATE HIS VOTES AT SUCH ELECTION. THIS RIGHT TO VOTE CUMULATIVELY SHALL NOT BE FURTHER RESTRICTED OR QUALIFIED BY ANY PROVISION IN THE BY LAWS OF THE CORPORATION.

C. MEMBERS OF THE BOARD OF DIRECTORS OR AN EXECUTIVE COMMITTEE SHALL BE DEEMED PRESENT AT A MEETING IF A CONFERENCE TELEPHONE OR SIMILAR COMMUNICATIONS EQUIPMENT BY MEANS OF WHICH ALL PERSONS PARTICIPATING IN THE MEETING CAN HEAR EACH OTHER IS USED.

D.ALL CORPORATE POWERS SHALL BE EXERCISED BY OR UNDER THE AUTHORITY OF, AND THE BUSINESS AND AFFAIRS OF THE CORPORATION SHALL BE MANAGED BY THE PRESIDENT WHO SHALL BE A "MINORITY INDIVIDUAL" AND STOCKHOLDER AND WHO SHALL BE OF FULL AGE.

ARTICLE IX

LONG-TERM EMPLOYMENT CONTRACT

THE BOARD OF DIRECTORS MAY AUTHORIZE THE CORPORATION TO ENTER INTO EMPLOYMENT CONTRACTS WITH ANY EXECUTIVE OFFICE FOR PERIODS LONGER THAN ONE YEAR, AND ANY CHARTER OF BY-LAW PROVISION FOR ANNUAL ELECTION SHALL BE WITHOUT PREJUDICE TO THE CONTRACT RIGHTS, IF ANY, OF THE EXECUTIVE OFFICER UNDER SUCH CONTRACTS.

ARTICLE X

EFFECTIVE DATE

THE DATE THAT CORPORATE EXISTENCE SHALL BEGIN AND SHALL BE UPON FILING THE ARTICLES WITH THE SECRETARY OF STATE.
THIS ELECTION IS PURSUANT TO FLORIDA STATUTE 607.167.

ARTICLE XI

REGISTERED OFFICE AND REGISTERED AGENT

THE ADDRESS OF THE INITIAL REGISTERED OFFICE OF THIS CORPORATION IS:

303 NORTH MAIN STREET
HAVANA, FLORIDA 32333

THE NAME OF THE REGISTERED AGENT OF THIS CORPORATION IS:

Susan B Johnson "I HEREBY AM FAMILIAR WITH AND ACCEPT THE
SUSAN B. JOHNSON

DUTIES AND RESPONSIBILITIES AS REGISTERED AGENT OF SAID CORPORATION"

ARTICLE XII

BYLAWS

BYLAWS OF THIS CORPORATION MAY BE ADOPTED, AMENDED, OR REPEALED BY EITHER THE BOARD OF DIRECTORS OR BY THE STOCKHOLDERS, EXCEPT OTHERWISE PROVIDED IN THE BYLAWS.

IN WITNESS WHEREOF, THE UNDERSIGNED, BEING THE INCORPORATOR OF THIS CORPORATION EXECUTES THESE ARTICLES OF INCORPORATION AND CERTIFIES TO THE TRUTH OF THE FACTS HEREIN STATED, THIS 6th DAY OF October, 2000

Susan B Johnson
SUSAN B. JOHNSON

STATE OF FLORIDA)
COUNTY OF GADSDEN)

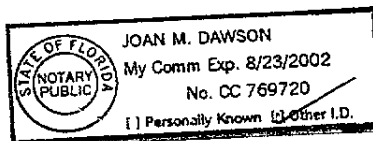
BEFORE ME, THE UNDERSIGNED OFFICE, DULY AUTHORIZED TO ADMINISTER OATHS AND TAKE ACKNOWLEDGMENTS, PERSONALLY APPEARED THE ABOVE SUBSCRIBER, WHO AFTER BEING DULY SWORN, DID DEPOSE AND SAY THAT HE HAS AFFIXED HIS NAME TO THE FOREGOING ARTICLES OF INCORPORATION AS THE ORIGINAL SUBSCRIBER TO SAID CORPORATION, FOR THE PURPOSES HEREIN EXPRESSED.

WITNESS MY HAND AND OFFICIAL SEAL AT GADSDEN COUNTY, FLORIDA THIS
6th DAY OF October, 2000.

FDL JS25-782-59-9440

Joan M. Dawson
NOTARY PUBLIC, STATE OF FLORIDA

MY COMMISSION EXPIRES:



APPROVED
AND
FILED
OCT -6 PM 1:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA