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MARK SOLOMON & CO., INC.

BUSINESS CONSULTING • ACCOUNTING/BOOKKEEPING • TAX PREPARATION

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 DEC -8 AM 10:22

December 6, 2000

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

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*****87.50 *****87.50

Gentlemen:

Enclosed please find two original Articles of Incorporation for ABOVE ALL TRAVEL, INC. along with the required check for \$87.50. Upon your approval thereupon, please forward any requisite documents to the undersigned at the address shown below.

If you should require any additional information, please do not hesitate to contact me.

Mark Solomon
President

js 12/13/00

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ARTICLES OF INCORPORATION

OF

ABOVE ALL TRAVEL, INC.

The undersigned, being an individual, does hereby act as incorporator in adopting the following Articles of Incorporation for the purpose of organizing a corporation for profit, pursuant to the provisions of the Florida Business Corporation Act.

FIRST: The corporate name for the corporation (hereinafter called the "corporation") is ABOVE ALL TRAVEL, INC.

SECOND: The address, wherever located, of the principal office of the corporation, if known, is 11960 NW 27th St., Plantation, Florida 33323.

THIRD: The mailing address, wherever located, of the corporation is 11960 NW 27th St., Plantation, Florida 33323.

FOURTH: The number of shares that the corporation is authorized to issue is two hundred, all of which are without par value and are of the same class and are to be Common shares.

FIFTH: The street address of the initial registered office of the corporation in the State of Florida is 11960 NW 27th St., Plantation, Florida 33323.

The name of the initial registered agent of the corporation at the said registered office is Sadie E. Amador. The written acceptance of the said initial registered agent, as required in Section 607.0501(3) of the Florida Business Corporation Act, is set forth following the signature of the incorporator and is made a part of these Articles of Incorporation.

SIXTH: The name and address of the incorporator are:

NAME

ADDRESS

Sadie E. Amador

11960 NW 27th St.
Plantation, FL 33323

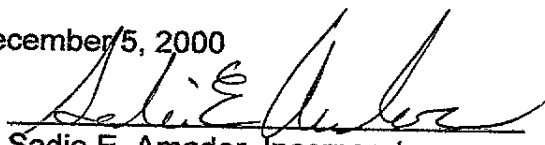
SEVENTH: The purposes for which the corporation is organized, are to engage in any lawful business for which corporations may be organized under the Florida Business Corporation Act.

EIGHTH: The duration of the corporation shall be perpetual.

NINTH: The corporation shall, to the fullest extent permitted by the provisions of the Florida Business Corporation Act, as the same may be amended and supplemented, indemnify any and all persons whom it shall have the power to indemnify under said provisions from and against any and all of the expenses, liabilities, and other matters referred to in or covered by said provisions, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified maybe entitled under any Bylaw, vote of shareholders or disinterested directors, or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such a person.

TENTH: Whenever the corporation shall be engaged in the business of exploiting natural resources or other wasting assets, distributions may be paid in cash out of depletion or similar reserves at the discretion of the Board of Directors and in conformity with the provisions of the Florida Business Corporation Act.

Signed on December 5, 2000


Sadie E. Amador, Incorporator

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Having been named as registered agent and to accept service of process for the above named corporation at the place designated in these Articles of Incorporation, 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 to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

By: 
Sadie E. Amador

Date: