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\*\*\*\*\*78.75 \*\*\*\*\*78.75

MAY 8, 2001

FLORIDA DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
P.O. BOX 6327  
TALLAHASSEE, FL. 32314

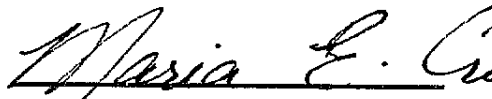
RE: CAPRILEO CRUISES & TRAVEL, INC.  
1800 WEST 49<sup>TH</sup> STREET SUITE 134  
HIALEAH, FLORIDA. 33012

GENTLEMEN:

ENCLOSED PLEASE FIND THE ORIGINAL AND ONE COPY OF THE ARTICLES  
OF INCORPORATION, TOGETHER WITH MY CHECK IN THE AMOUNT OF  
\$78.75.

THIS REPRESENTS THE COT OF FILING FEES, CERTIFIED COPY OF THE  
ARTICLES OF INCORPORATION AND FEE FOR REGISTERED AGENT  
DESIGNATION FOR THE ABOVE NAMED CORPORATION.

VERY TRULY YOURS,

  
MARIA E. CRUZ

CAPRILEO CRUISES & TRAVEL, INC.  
1800 WEST 49<sup>TH</sup> STREET SUITE 134  
HIALEAH, FLORIDA. 33012  
TEL. (305) 825-0834

SECRETARY OF STATE  
TALLAHASSEE FLORIDA

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D. WHITE MAY 21 2001

ARTICLES OF INCORPORATION

CAPRILEO CRUISES & TRAVEL, INC.  
(name of corporation)

The undersigned acting as the incorporators of a corporation under the Florida Business Corporation Act, adopt(s) the following articles of incorporation for such corporation:

ARTICLE I - CORPORATE NAME

The name of the corporation is:

CAPRILEO CRUISES & TRAVEL, INC.

ARTICLE II - DURATION

This corporation shall exist perpetually unless dissolved according to Florida law.

ARTICLE III - PURPOSE

The corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue 1000 shares of common stock, par value \$ 1.00 ~~xx~~ per share.

ARTICLE V - INITIAL PRINCIPAL OFFICE

The street address of the initial principal office and, if different, the mailing address is:

STREET ADDRESS		
<u>1800 WEST 49TH STREET SUITE 134</u>		
CITY	<u>HIALEAH</u>	FLORIDA
Mailing address, if different		ZIP <u>33012</u>
STREET ADDRESS		
<u>SAME AS ABOVE</u>		
CITY	<u>FLORIDA</u>	ZIP

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office and the name of the initial registered agent at the office is:

NAME	<u>MARIA E. CRUZ</u>	
ADDRESS	<u>1800 WEST 49TH STREET SUITE 134</u>	
CITY	<u>HIALEAH</u>	FLORIDA
		ZIP <u>33012</u>

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# ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have ONE (ONE) directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The names and addresses of the initial director(s) of the corporation are as follows:

NAME	MARIA E. CRUZ		
ADDRESS	16543 NW 83RD PLACE		
CITY	MIAMI LAKES	STATE	FLORIDA ZIP 33016
NAME			
ADDRESS			
CITY		STATE	ZIP
NAME			
ADDRESS			
CITY		STATE	ZIP

# ARTICLE VIII - INCORPORATORS

The names and addresses of the incorporators signing these Articles of Incorporation are as follows:

NAME	MARIA E. CRUZ		
ADDRESS	16543 NW 83RD PLACE		
CITY	MIAMI LAKES	STATE	FLORIDA ZIP 33016
NAME			
ADDRESS			
CITY		STATE	ZIP
NAME			
ADDRESS			
CITY		STATE	ZIP

The undersigned incorporator(s) have executed these Articles of Incorporation this 8TH day of MAY 2001.

+ Maria E. Cruz (Signature)

\_\_\_\_ (Signature)

\_\_\_\_ (Signature)

CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/ REGISTERED OFFICE

FILED

01 MAY 14 PM 12:45

SECRETARY OF STATE  
TALLAHASSEE FLORIDA

CAPRILO CRUISES & TRAVEL, INC.  
(name of corporation)

Pursuant to Florida Statutes Sections 48.091 and 607.0501, the following is submitted:

The above corporation, organized under the laws of the State of Florida with its registered office as indicated in the Articles of Incorporation

at 1800 WEST 49TH STREET SUITE 134  
HALEAH, FLORIDA. 33012  
has named MARIA E. CRUZ

located at the aforesaid address, as its registered agent to accept service of process within this state.

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

\* Maria E. Cruz  
(Signature)

5/8/01  
(Date)