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June 19, 2001

Secretary of State
Division of Corporations
P.O. Box 5588
Tallahassee, Florida 32314

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-06/25/01--01089--005
*****70.00 *****70.00

Re: The Incorporation of Belize Tours, Incorporated;
Our File No.: 6079

To Whom It May Concern:

Enclosed you will the following items:

1. Check # 11868 in the amount of Seventy and 00/100 (\$70.00) for the filing of the above matter.
2. The original signed notarized Articles of Corporation for Belize Tours, Incorporated.

Very truly yours,

LAW OFFICES OF
WILLIAM J. MOTYCZKA

By: 
William J. Motyczka, Esq.

ENCLOSURE (s): as noted

WJM/dlh

cc: Anna Pollack

FILED
01 JUN 25 AM 10:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ajc 6/26

ARTICLES OF INCORPORATION

OF

Belize Tours, Incorporated

The undersigned, acting as Incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation:

ARTICLE ONE

The name of the corporation shall be:

Belize Tours, Incorporated

ARTICLE TWO

This corporation is to have a perpetual existence.

ARTICLE THREE

The initial street address of the corporation's principal office is:

13412 SW 128th Street
Miami, Florida 33186

ARTICLE FOUR

The purpose for which this corporation is formed is: to engage in any activities or business permitted under the law of the United States and/or under the Laws of the State of Florida.

ARTICLE FIVE

The corporation is authorized to issue (100) shares of common stock with a par value of ten (\$0.10) cents, per share.

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE SIX

The name and street address of the corporation's initial registered agent and office are as follows:

REGISTERED AGENT

William J. Motyczka, Esquire

REGISTERED ADDRESS

13410 SW 128th Street
Miami, Florida 33186

ARTICLE SEVEN

The corporation shall have one (1) director initially. The number of directors may be either increased or decreased from time to time, pursuant to the By-laws of the corporation, but in no event shall there be less than one (1) director. The name (s) and address (s) of the persons comprising the initial Board of Directors, who shall hold office for the first year of the corporation's existence, or until successors are elected and qualified, as follows:

NAME

Michael Feinstein

ADDRESS

13412 SW 128th Street
Miami, Florida 33186

ARTICLE EIGHT

The name and address of the incorporator is as follows:

NAME

Michael Feinstein

ADDRESS

13412 SW 128th Street
Miami, Florida 33186

ARTICLE NINE

The corporation may be dissolved at any time by (i) unanimous written of the share holders; or (ii) on the affirmative vote of the holders of at least two thirds (2/3rds) of the outstanding shares of the corporation entitled to vote thereon. Upon dissolution, the corporate property and assets shall, after payments of all debts of the corporation, be to the shareholders pro rata, each shareholder to participate in the distribution in direct portion to the number of shares held by him or her.

