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LAW OFFICES OF MARK PESTRONK, P.C.

THE TRAVEL LAW FIRM

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FAIRFAX, VA 22030-3410

(703) 591-1900

MARK PESTRONK
(DC & VA BAR)

FAX:
(703) 591-9118

August 7, 2001

Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

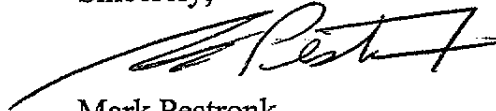
via overnight courier

RE: Periplum Internet Inc.

100004525401--7
-08/09/01--01014--008
*****87.50 *****87.50

Enclosed are an original and two copies of the articles of incorporation and a check for \$87.50, covering the Filing Fee, Certified Copy, and Certificate of Status.

Sincerely,



Mark Pestronk
Law Offices of Mark Pestronk, P.C.
4041 University Drive
Suite 450
Fairfax, VA 22030
T: (703) 591-1900

MP:lal
Enclosures

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION

In compliance with Chapter 607 and/or Chapter 621.F.S. (Profit)

ARTICLE I - NAME

The name of the corporation shall be Periplum Internet Inc.

ARTICLE II - PRINCIPAL OFFICE

The principal place of business/mailing address is:

7325 W. Flagler Street
Second Floor
Miami, FL 33144

ARTICLE III - PURPOSE

The purpose for which the corporation is organized is to act as a travel company in electronic commerce and for any other lawful purpose.

ARTICLE IV - SHARES

The number of shares of stock is 100.

ARTICLE V - INITIAL OFFICERS/DIRECTORS (optional)

The name(s) and address(es): N/A

ARTICLE VI - REGISTERED AGENT

The name and Florida street address of the registered agent is:

Ana Maria Ponce de Leon
7325 W. Flagler Street
Second Floor
Miami, FL 33144

ARTICLE VII - INCORPORATOR

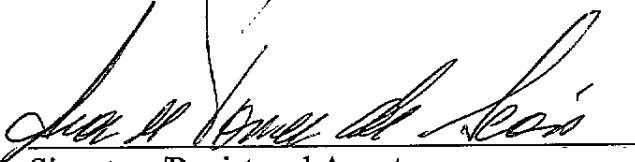
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TALLAHASSEE, FLORIDA

The name and address of the Incorporator is:

Guido Fernandez
Turismo Cocha
El Bosque Norte 0430
Santiago, Chile

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TALLAHASSEE, FLORIDA


Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.



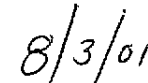
Signature/Registered Agent



Date



Signature/Incorporator



Date