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Florida Department of State

Division of Corporations

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To:

Division of Corporations
Fax Number : (850) 205-0381

From:

Account Name : BUSINESS WORLD TRANSACTIONS, INC.
Account Number : 104512000707
Phone : (305) 266-4080
Fax Number : (305) 264-0232

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FLORIDA PROFIT CORPORATION OR P.A.

GRAN CARIBE TRAVEL & SERVICES, INC.

Certificate of Status	0
Certified Copy	0
Page Count	04
Estimated Charge	\$70.00

J. SMITH DEC 10 2001

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ARTICLES OF INCORPORATION

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I

NAME

The name of the corporation shall be GRAN CARIBE TRAVEL & SERVICES, INC.

ARTICLE II

PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

9731 S.W. 5 ST
MIAMI, FL. 33174

ARTICLE III

SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is: One Thousand (1,000) shares of One Dollar (\$1.00) par value common stock, which shall be designated COMMON SHARES.

ARTICLE IV

INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

OSCAR DE SOTO
9731 S.W. 5 ST
MIAMI, FL. 33174

Prepared by: OSCAR DE SOTO
9731 S.W. 5 ST
MIAMI, FL. 33174
(305) 226-5381

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**ARTICLE V
INCORPORATOR(S)**

The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation is(are):

OSCAR DE SOTO
9731 S.W. 5 ST
MIAMI, FL. 33174


DIRECTOR & PRESIDENT

LIDICE DE SOTO
9731 S.W. 5 ST
MIAMI, FL. 33174

DIRECTOR & VICE-PRESIDENT

The undersigned incorporator(s) has(have) executed these Articles of Incorporation this

6 day of December, 2001.



Signature

Signature

Signature

NOTE: Affixing an officer title after a signature of an incorporator does not constitute the designation of officers.

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CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: GRAN CARIBE TRAVEL & SERVICES, INC.

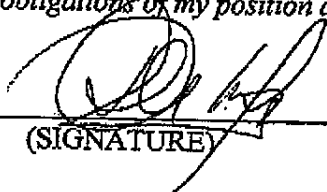
2. The name and address of the registered agent and office is:

OSCAR DE SOTO
9731 S.W. 5 ST
MIAMI, FL. 33174

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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.



(SIGNATURE)

12/6/01
(DATE)

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