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Florida Department of State

Division of Corporations

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Katherine Harris, Secretary of State

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FLORIDA PROFIT CORPORATION OR P.A.

XPLORER TOURS CORP

Table with 2 columns: Description and Value. Rows include Certificate of Status (0), Certified Copy (1), Page Count (05), and Estimated Charge (\$78.75).

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TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION
OF
XPLOER TOURS CORP

The undersigned subscriber to these Article of Incorporation, desiring to form a corporation under the laws of the State of Florida, do hereby accept all of the rights and privileges, benefits and obligations conferred and imposed by said laws and do hereby adopt the following Articles of Incorporation as the Charter of the Corporation hereby organized.

ARTICLE I
NAME

The name of the corporation shall be: **XPLOER TOURS CORP**

ARTICLE II
DURATION

This corporation shall have perpetual existence, commencing upon the filling of these Articles of Incorporation with the Department of State, of the State of Florida.

ARTICLE III
PURPOSE AND POWERS

This corporation is organized for the purpose of engaging in all lawful business permitted to a corporation organized under the Florida General Law and the laws of the United States of America and shall have all the powers set forth in said laws.

ARTICLE IV
CAPITAL STOCK

The amount of Capital Stock authorized shall consist of: Five Hundreds (500) shares of common stock having a par value of One Dollar (\$1.00) per share, payable in lawful money of the United States of America, or in other property, tangible or intangible, or in labor or services actually performed for the corporation at a just valuation to be fixed by the Board of Directors or the Shareholders of this corporation.

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ARTICLE V
INITIAL CAPITAL

The amount of capital with which this corporation shall begin business is not less than: Five Hundred Dollars (\$ 500.00).

ARTICLE VI
INITIAL CORPORATE ADDRESS AND
INITIAL REGISTERED OFFICE AND AGENT

The initial street address of this corporation is: 115 SE 2 ST., MIAMI, FL. 33131

The street address of the initial registered office of this corporation is : 25 S.E. 2 AVE # 410, MIAMI, FL. 33131 The name of the initial Registered Agent of this corporation at that address is: JOSE M. VEGA

ARTICLE VII
INITIAL BOARD OF DIRECTORS
AND OFFICERS

This corporation shall have one(1) Director initially. The number of Directors may either increase or decrease from time to time by action in accordance with the provisions of the by-laws.

The name and address of the initial Director, President and Secretary of this corporation is MARIO MAGALHAES of 115 SE 2 ST., MIAMI, FL. 33131

ARTICLE VIII
INCORPORATOR

The name and address of the Incorporator of this corporation is: JOSE M. VEGA of 25 S.E. 2 AVE # 410, MIAM, FL. 33131

ARTICLE IX
INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.


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ARTICLE X
AMENDMENT

Unless otherwise set forth herein, the corporation reserves the right, in accordance with the Florida General Corporation Law, to amend, alter, modify, or repeal any provision or provisions contained hereto, and any right conferred upon the Shareholders is subject to this reservations.

IN WITNESS WHEREOF, the above named incorporator subscribed his name this 27TH DAY OF FEBRUARY OF 2002


JOSE M. VEGA

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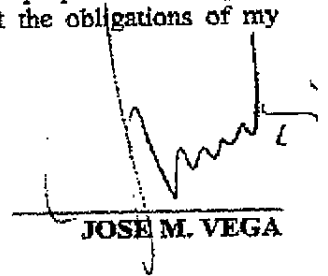
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CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

Pursuant to the provisions of section 607.0501, *Florida Statutes*, the following is submitted : **XPLORER TOURS CORP**, desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at Miami, State of Florida, has named: **JOSE M. VEGA**, whose address is **25 S.E. 2 AVE # 410, MIAMI, FL. 33131** Agent to accept service of process within Florida.

Having been named as Registered Agent to accept services 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.

Sign this **27TH DAY OF FEBRUARY OF 2002**



JOSE M. VEGA

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