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P 02000057855

May 17, 2002

Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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*****78.75 *****78.75

RE: USA Latino Cruises & Tours, Inc.

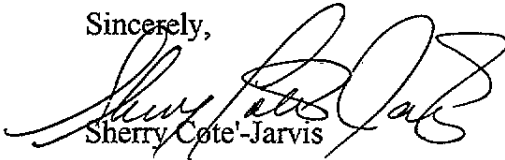
Gentlemen:

Enclosed is the original and one copy of the Articles of Incorporation of the above corporation. We have also enclosed a check in the amount of \$78.75 for the filing fee and certificate.

Please process this at your earliest opportunity and return the Certificate to this office.

Thank you for your assistance. If you have any questions, please do not hesitate to contact my office.

Sincerely,


Sherry Cote-Jarvis

scj:la
Enclosures

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TALLAHASSEE, FLORIDA
02 MAY 23 AM 10:24

RECEIVED MAY 24

ARTICLES OF INCORPORATION
OF
USA LATINO CRUISES & TOURS, INC.

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

ARTICLE I: NAME

The name of the corporation shall be USA LATINO CRUISES & TOURS, INC..

ARTICLE II: PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be 1524 Watts Avenue, Orlando, FL 32809.

ARTICLE III: SHARES

The corporation is authorized to have one class of common stock, with no par value. The total number of shares of common stock that this corporation is authorized to have outstanding at any one time is: 5,000 shares of common stock

ARTICLE IV: INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is: Ramona Bauman, 1524 Watts Avenue, Orlando, FL 32809.

ARTICLE V: INCORPORATORS

The names and street addresses of the incorporators to these Articles of Incorporation are: Ramona Bauman, 1524 Watts Avenue, Orlando, FL 32809.

ARTICLE VI: INITIAL DIRECTORS AND OFFICERS

The names and addresses of the initial directors of the corporation are:

Ramona Bauman, PO BOX 560956, Orlando, FL 32856

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The initial officers of the corporation are:

President:	Ramona Bauman
Secretary:	Ramona Bauman

ARTICLE VII: EFFECTIVE DATE

These Articles of Incorporation shall be effective on the 17th day of May, 2002.

The undersigned incorporators have executed these Articles of Incorporation this 17th day of May, 2002.


Signature

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 a registered agent.


Ramona Bauman, Registered Agent

5/17/02
Date

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