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MARTIN DAVID BERG, P. A.
ATTORNEY AT LAW

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MIAMI, FLORIDA 33130
(305) 371-1631

September 25, 2002

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32301

Re: Florida Keys Tours, Inc.

Dear Ladies/Gentlemen:

This office represents (the incorporators of) the above-captioned corporation.

Enclosed herewith please find an original and one copy of the Articles of Incorporation of the said corporation, together with an original and one copy of a Designation of Registered Agent.

Finally, our Trust Account check no. 5759 in the sum of \$87.50 is enclosed. This check represents the following:

- | | |
|---|-----------------|
| 1. Filing fee for Articles of Incorporation | \$ 35.00 |
| 2. Registered Agent Designation | 35.00 |
| 3. Certified Copy - Articles (5 pages) | 8.75 |
| - Agent Designation (1 page) | 8.75 |
| | <u>\$ 87.50</u> |

Please process this matter as quickly as possible and send certified copies of the Articles of Incorporation and Designation of Registered Agent to the undersigned as attorney for the said corporation.

Very truly yours,

Martin David Berg

MARTIN DAVID BERG

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-09/30/02--01062--001

*****87.50 *****87.50

MDB/mmi
enclosures
cc: Florida Keys Tours, Inc.

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**ARTICLES OF INCORPORATION
OF
FLORIDA KEYS TOURS, INC.**

The undersigned subscribers, natural persons competent to contract for the purposes of forming a corporation under and pursuant to Chapter 607 of the Laws of the State of Florida, adopt the following Articles of Incorporation.

ARTICLE I

NAME

The name of this corporation shall be:

FLORIDA KEYS TOURS, INC.

FILED
02 SEP 30 PM 3:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE II

COMMENCEMENT AND TERM OF EXISTENCE

This corporation shall have perpetual existence; the date of the commencement of said existence shall be the date of the filing of these Articles of Incorporation with the Secretary of State of the State of Florida.

ARTICLE III

NATURE OF BUSINESS

The general nature of the business which may be transacted by the corporation is as follows:

- A. To operate a general tourism transportation and guide service.
- B. To purchase, sell, and deal in and with merchandise of every kind or nature for exportation from, and importation into, the United States, to and from all countries foreign thereto, and for exportation from and importation into any foreign country, to and from any foreign country

ARTICLES OF INCORPORATION OF FLORIDA KEYS TOURS, INC.

thereto and to purchase and sell domestic merchandise in domestic markets and foreign merchandise in foreign markets, and to do a general foreign and domestic exporting and importing business.

C. To perform the highest level of services in connection with all of the undertakings of the corporation and without limitation, except that no part of these Articles shall be violative of any elections as may be filed in respect to the corporation and its activities for income tax purposes.

D. To purchase, or otherwise acquire, rent, take, own, hold, maintain, improve, complete, extend, manage, operate, mortgage or otherwise impose a lien upon, lease, sell, exchange, transfer or in any manner whatsoever dispose of and convey offices, buildings, storage facilities, real and personal property of all kinds, and any and all rights, interest or easements therein, without limit as to amount, within or without the State of Florida wherever situated.

E. To make and enter into contracts of every kind for any lawful purpose with any individual, firm, association, organization, corporation or other entity, be it private, public or municipal body politic, including the government of any state, territory or country, or of any political or administrative subdivision of departments thereof.

F. To organize or cause to be organized, consolidated, merged, or liquidated and take charge of, to the extent permitted by law, any corporation, firm, organization, association, or other entity whether formed under the Laws of the United States of America, any state, territory or other governmental unity thereof, or of any other state, country, nation or government.

G. To make loans and give other forms of credit, with or without security, and to negotiate and make contracts and agreements in connection therewith.

H. To borrow money for its corporate purposes; to draw, make, accept, endorse, execute and

ARTICLES OF INCORPORATION OF FLORIDA KEYS TOURS, INC.

deliver promissory notes, drafts, bills of exchange, and other negotiable instruments; to execute, issue and deliver bonds, debentures, notes or other obligations of any nature, and in any matter for monies borrowed; to secure the payment thereof and the interest thereon by a deed or deeds of trust, or by mortgages or pledge of, or upon the whole or any part of the property of the corporation, real or personal, whether at the time owned or thereafter acquired, and to sell, pledge or otherwise dispose of such bonds, debentures or other debentures, or other obligations.

I. To carry on any of the business hereinbefore enumerated for its own account, or for the account of others; to act as agent for others with respect to any of such business; to carry on any other business which may be deemed by it to be calculated directly or indirectly to effectuate or facilitate the aforesaid objects or business or any of them, or any part thereof, or to enhance the value of its property, business or rights; and to aid, conduct manage, or operate any lawful enterprise in relation to the foregoing.

J. To do each and everything necessary or proper for the accomplishment of any one or more of the purposes or the attainment of any one or more objects herein before enumerated or conducive to, or expedient for, the interest or benefit of the corporation; and in general, to enjoy all the rights and privileges of corporations for profit governed by the Laws of the State of Florida, it being expressly provided that the enumeration of any specific business or power herein shall not be held to limit or restrict in any manner other business or powers of said corporation.

ARTICLE IV CAPITAL STOCK

The aggregate number of shares which this corporation shall have the authority to issue shall be one (100) shares of common stock, having a par value of fifty dollars (\$ 50.00) per share.

ARTICLES OF INCORPORATION OF FLORIDA KEYS TOURS, INC.

ARTICLE V
PRE-EMPTIVE RIGHTS

Each shareholder of this corporation shall be entitled to Pre-Emptive Rights to subscribe for and/or to purchase his proportional part of any new or additional shares of this corporation, as may be issued from time to time.

ARTICLE VI
REGISTERED OFFICE; REGISTERED AGENT

The initial street address of the initial registered office of this corporation shall be located at 13052 S.W. 108 Street, Miami, Florida 33186. The Board of Directors may, from time to time, move the registered office to any other address in the State of Florida. The name of the initial registered agent at such address shall be Roberto E. Garcia.

ARTICLE VII
INCORPORATORS

The name and address of the Incorporator of these Articles of Incorporation is as follows:

<u>name</u>	<u>address</u>
Roberto E. Garcia	13052 S.W. 108 Street Miami, Florida 33186
Jorge Vezzoso	9140 Harding Avenue Surfside, Florida 33154

ARTICLE VIII
MANAGEMENT BY STOCKHOLDERS

This Corporation shall be managed by the Stockholders of the Corporation, rather than by a Board of Directors.

ARTICLES OF INCORPORATION OF FLORIDA KEYS TOURS, INC.

IN WITNESS WHEREOF, we have made, subscribed and acknowledged these Articles of Incorporation in triplicate at Miami, Miami-Dade County, Florida, this 25 day of September, 2002.


Roberto E. Garcia


Jorge Vezzoso

STATE OF FLORIDA)
)ss
COUNTY OF MIAMI-DADE)

I hereby certify that on this day, before me, an officer duly authorized to administer oaths and take acknowledgments, personally appeared Roberto E. Garcia and Jorge Vezzoso, known to me to be the persons described in and who executed the foregoing Articles of Incorporation, who acknowledged before me that they executed the same, and an oath was (not) taken.

[check one]

___ Said person(s) is/are personally known to me.

X Said person(s) provided the following type of identification:

F.D.L. G 620-725-57-137-0

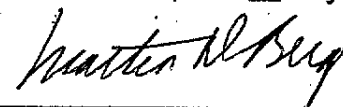
as to Garcia

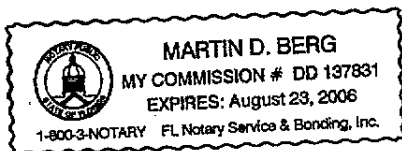
F.D.L. ✓ 220-433-66-225-0

as to Vezzoso

WITNESS my hand and official seal in the State and County named above, this 25 day of September, 2002.

NOTARY RUBBER STAMP SEAL


Notary Signature



CERTIFICATE OF DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE BY PROCESS WITHIN THIS STATE,
AND NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

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The following is submitted in compliance with Chapter 48.091, Florida Statutes:

FLORIDA KEYS TOURS, INC., a corporation organized (or being organized) under the Laws of the State of Florida with its principal office at 11242 S.W. 7 Street, Miami, Florida 33174, has named ROBERTO E. GARCIA, located at 13052 S.W. 108 Street, Miami, Florida 33186, as its agent to accept service of process within this State.

ACCEPTANCE:

Having been named to accept service of process for the above-stated corporation at place designated in this Certificate, I hereby accept to act in this capacity and agree to comply with the provision of the Florida Statutes relative to keeping open said office.



ROBERTO E. GARCIA
Registered Agent

FILED
02 SEP-30 PM 3:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA