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FLORIDA PROFIT CORPORATION OR P.A.

moxley brazil travel, inc.

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FLORIDA DEPARTMENT OF STATE

Jim Smith
Secretary of State

January 3, 2003

EMPIRE

SUBJECT: MOXLEY BRAZIL TRAVEL, INC.
REF: W03000000161

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

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Loria Poole
Corporate Specialist
New Filings Section

FAX Aud. #: H03000000384
Letter Number: 503A00000257

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ARTICLES OF INCORPORATION
OF
MOXLEY BRAZIL TRAVEL, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, the undersigned subscriber to these Articles of Incorporation, a natural person, do hereby adopt the following Articles of Incorporation:

ARTICLE I

Name and Principal Office

The name of this Corporation shall be: MOXLEY BRAZIL TRAVEL, INC. and the principal office shall be located at: 409 W. Hallandale Beach Blvd., Suite 201, Hallandale, FL 33009.

ARTICLE II

Term of Existence

This Corporation is to exist perpetually.

ARTICLE III

Nature of Business

The general nature of business and the proposed objects and purposes to be transacted, promoted and carried on by the Corporation are to do any and all things hereinafter mentioned, as fully and to the same effect and extent as natural persons might or could do under the laws of the State of Florida, viz:

1. To engage in lawful business practices.

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ARTICLE IV

Stock Clause

The aggregate number of shares of stock, which this Corporation shall have authority to issue shall be 100 shares of common stock, each with a par value of \$.10.

ARTICLE V

Preemptive Rights

Every shareholder, upon the sale for cash of any new stock of this Corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI

Initial Board of Directors

This Corporation shall have one director initially. The number of directors may be increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The name and address of the initial director of this Corporation shall be:

James Moxley

Address: 409 W. Hallandale Beach Blvd, Suite 201, Hallandale, FL 33009

ARTICLE VII

Incorporators

The names and address of the person signing these Articles is:

James Moxley

Address: 409 W. Hallandale Beach Blvd, Suite 201, Hallandale, FL 33009

ARTICLE VIII

Initial Registered Office and Registered Agent

The address of the initial registered office of this Corporation is:

409 W. Hallandale Beach Blvd, Suite 201, Hallandale, FL 33009

The name of the initial registered agent of this Corporation of that address is James Moxley.

ARTICLE IX

Amendments

These Articles of Incorporation may be amended in the manner provided by law. Every Amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholder's meeting by a majority of the stockholders entitled to vote thereon, unless all the Directors and all of the Stockholders sign a written statement manifesting their intention that a certain amendment to these Articles of Incorporation be made.

I, James Moxley, having been named to accept service of process for the above-stated Corporation, at the place in Article VII hereof, hereby accept to act in this capacity and agree to comply with the provision of said Act relative to keeping open said office.


REGISTERED AGENT

ARTICLE X

Effective Date

These Articles of Incorporation shall be effective upon the date of filing.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TOTAL P.06

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IN WITNESS WHEREOF, the undersigned, being the Incorporator of this Corporation,
executes these Articles of Incorporation and certify to the truth of the facts stated.


this 2 day of January, 2003.

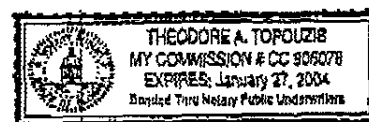

JAMES MOXLEY

STATE OF FLORIDA
COUNTY OF Broward

BEFORE ME, the undersigned authority, personally appeared JAMES
MOXLEY, who is personally known to me and who did take an oath, and known to be
the person described in and who executed the foregoing Articles of Incorporation and
they acknowledged before me that they executed the same for the purposes therein
expressed.

WITNESS my hand and official seal at Hollywood Broward County and State
aforesaid, this 2 day of January, 2003.


NOTARY PUBLIC



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