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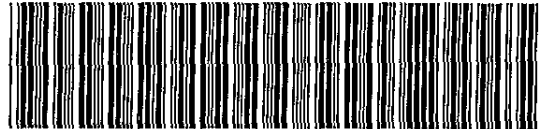
(Business Entity Name)

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2003 APR 21 AM 10:00
CLERK OF STATE
TALLAHASSEE FLORIDA

FILED

4/23/03

LAW OFFICES
STEVEN M. ROSEN

ADMITTED TO PRACTICE IN
FLORIDA AND NEW YORK

5601 BUILDING
5601 BISCAYNE BOULEVARD
MIAMI, FLORIDA 33137
TELEPHONE: (305) 758-3100
FAX: (305) 756-7105
E-MAIL: smrlws@cs.com

April 16, 2003

Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Re: Tantra Travel, Inc.

Dear Sir or Madam:

Please be advised that the undersigned attorney represents the principal of the above referenced corporation.

In conjunction therewith, I am enclosing an original and one copy of the Articles of Incorporation, together with my firm check in the amount of \$78.75, therein reflecting your filing fee.

Upon your receipt of these documents, kindly file same and return copies evidencing said filing to the undersigned.

Thank you for your assistance in this matter.

Very truly yours,

STEVEN M. ROSEN

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2003 APR 21 AM 10:00
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CLERK OF STATE
TALLAHASSEE FLORIDA

**ARTICLES OF INCORPORATION
OF
TANTRA TRAVEL, INC.**

FILED
2003 APR 21 AM 10:00
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE I. - CORPORATE NAME:

The name of the corporation is:

TANTRA TRAVEL, INC.

The principal address of the corporation shall be:

5601 Biscayne Boulevard
Miami, Florida 33137

ARTICLE II. - NATURE OF CORPORATE BUSINESS:

The corporation may engage in or transact any or all activity or business permitted under the laws of the United States of America and of the State of Florida.

ARTICLE III. - CAPITAL STOCK:

The corporation is authorized to issue and have outstanding at any one time an aggregate number of 100 shares of one class of common stock having \$5.00 par value.

The consideration to be paid for each share of stock shall be fixed by the Board of Directors.

ARTICLE IV. - PREEMPTIVE RIGHTS:

All shareholders of the corporation shall be vested with full preemptive rights.

**ARTICLE V. - INITIAL REGISTERED AGENT AND
INITIAL REGISTERED OFFICE:**

The corporation's initial Registered Agent and Registered Office in the State of Florida
are: INITIAL REGISTERED AGENT:
STEVEN M. ROSEN, ESQ.

INITIAL REGISTERED OFFICE:
5601 Biscayne Boulevard
Miami, Florida 33137

ACKNOWLEDGMENT AND CONSENT OF REGISTERED AGENT:

Having been named Initial Registered Agent to accept service of process on the
corporation at the Initial Registered Office designated in these Articles of Incorporation, I hereby
accept such status and consent to act in this capacity and agree to comply with all the
requirements of law pertaining thereto.


REGISTERED AGENT, STEVEN M. ROSEN

ARTICLE VI. - INITIAL BOARD OF DIRECTORS:

The number of directors constituting the Initial Board of Directors of the corporation shall
be ONE (1).

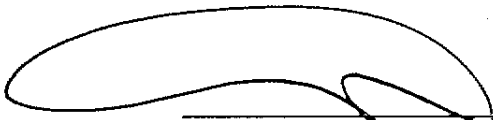
ARTICLE VII. - INITIAL DIRECTOR:

The name and address of the Initial Member of the Board of Director is:

STEVEN M. ROSEN
5601 Biscayne Blvd.
Miami, Florida 33137

ARTICLE VIII. - INCORPORATOR:

The name and address of the Incorporator executing these Articles of Incorporation are:



STEVEN M. ROSEN
5601 Biscayne Blvd.
Miami, Florida 33137

STATE OF FLORIDA

COUNTY OF DADE

BEFORE ME, personally appeared STEVEN M. ROSEN to me well known and known to me to be the individual described in and who executed the foregoing Articles of Incorporation, and acknowledged before me that he executed the same for the purposes herein expressed.

WITNESSED my hand and official seal in the County and State named hereto above, this
17th day of April, 2003.


NOTARY PUBLIC, State of Florida

My Commission Expires:

Michael A. Vandetty
Printed Name of Notary



FILED
2003 APR 21 AM 10:00
CLERK OF STATE
TALLAHASSEE FLORIDA