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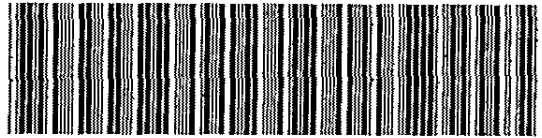
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TALLAHASSEE, FLORIDA

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MILLIE LAGUNA, P.A.
Attorney at Law
9190 Sunset Drive
Miami, Florida 33173
(305)596-5202/ Fax (305)596-7835

July 30, 2004

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re: Incorporation of Best Rate Travel.com, Inc.

To Whom It May Concern:

Enclosed please find articles of incorporation for Best Rate Travel.com, Inc, as well as a money order for \$78.75 representing the filing fee. Please be so kind as to file same and to return a certified copy of the articles of incorporation to us at your earliest convenience.

Thank you.

Very truly yours,


Jack L. Weitzman

encl.

ARTICLES OF INCORPORATION

OF

BEST RATE TRAVEL.COM, INC.

ARTICLE I

NAME

The name of the corporation is BEST RATE TRAVEL.COM, INC,

ARTICLE II

DURATION

The period of duration of the corporation is perpetual.

ARTICLE III

PURPOSE

The purpose is to engage in any activities or business permitted under the laws of the United States or the State of Florida.

ARTICLE IV

CAPITAL STOCK

The corporation is authorized to issue 1,000 shares, all of one class, at \$1.00 per share par value.

ARTICLE V

INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The name and address of the initial registered office and agent of this corporation is:

a) Registered Agent – Jack L. Weitzman

b) Registered Agent Office – 9190 Sunset Drive, Miami, Florida 33173

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ARTICLE VI

PRINCIPAL OFFICE AND/OR MAILING ADDRESS

The principal office of the corporation is 9190 Sunset Drive, Miami, Florida 33173. The mailing address of the corporation is 9190 Sunset Drive, Miami, Florida 33173.

ARTICLE VII

INITIAL BOARD OF DIRECTORS

The corporation shall have one (1) Director initially. The number of directors may be either increased or decreased from time to time by an amendment of the by-laws of the corporation in the manner provided by law, but shall never be less than one (1). The names and addresses of the initial Directors of this corporation are:

Director	Jose Noriega 15764 S.W. 74 th Lane Miami, Florida 33173
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ARTICLE VIII

INCORPORATOR

The name and address of the Incorporator signing these Articles of Incorporation is: Jack L. Weitzman, 9190 Sunset Drive, Miami, Florida 33173.

ARTICLE IX

AMENDMENT OF ARTICLES

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to these articles, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE X

PREEMPTIVE RIGHTS

The holders of the common stock of this corporation shall have preemptive rights to purchase, at prices, terms and conditions that shall be fixed by the Board of Directors, such of the shares of the stock of this corporation as may be issued for money (money or any property or services) from time to time, in addition to that stock authorized (and issued) by the corporation. The preemptive right of any holder is determined by the ratio of the authorized (authorized and issued) shares of common stock held by the holder to all shares of common stock currently authorized (authorized and issued).

IN WITNESS WHEREOF, the undersigned Incorporator has executed these articles this 30 day of JULY 2004.



JACK L. WEITZMAN, Incorporator

STATE OF FLORIDA)
) SS:
COUNTY OF MIAMI-DADE)

BEFORE ME, a notary public authorized to take acknowledgements in the state and county set forth above, personally appeared, Jack L. Weitzman, personally known to me or who presented _____ as identification, and known by me to be the person who executed the foregoing articles and who acknowledged to me that she executed the same freely and voluntarily, and who did (did not) take an oath.

WITNESS my hand and official seal this 30 day of JULY 2004.

My commission  ANNE M. KATZ
MY COMMISSION # DD277275
EXPIRES: January 18, 2008


NOTARY PUBLIC, State of Florida

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as the Registered Agent for the above corporation for the purpose of accepting service of process at the registered office designated in the Articles of Incorporation, I accept such appointment and am familiar with and accept the obligations provided for in Sections 607.0501 and 607.0505 of the Florida Statutes.

DATED this 30 day of JULY 2004.



JACK L. WEITZMAN
REGISTERED AGENT

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