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To: Division of Corporations
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From: Account Name : YOUR CAPITAL CONNECTION, INC.
Account Number : 120000000257
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FLORIDA PROFIT CORPORATION OR P.A.

LEREP TRAVEL GROUP INC.

Certificate of Status	0
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ARTICLES OF INCORPORATION
OF
LEREP TRAVEL GROUP INC.

ARTICLE I

The name of this corporation is:

LEREP TRAVEL GROUP INC.

ARTICLE II

This corporation shall have perpetual existence unless sooner dissolved in accordance with the laws of the State of Florida. The date on which corporate existence shall begin is the date on which these Articles of Incorporation are filed with the Secretary of State of Florida.

ARTICLE III

This corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE IV

This corporation is authorized to issue One Hundred (100) shares of common stock having a par value of One Dollar (\$1.00) per share.

ARTICLE V

The initial street address for this corporation, the initial registered office of this corporation in the State of Florida and the name of the initial registered agent at such address shall be:

Jeffrey P. Shapiro
Shapiro Ramos, a professional association
Suntrust International Center
One S.E. 3rd Avenue, Suite 1450
Miami, Florida 33131

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ARTICLE VI

The name and address of the incorporator signing these Articles of Incorporation is:

Jeffrey P. Shapiro
Shapiro Ramos, a professional association
Suntrust International Center
One S.E. 3rd Avenue, Suite 1450
Miami, Florida 33131

ARTICLE VII

The corporation shall indemnify any and all of its directors, officers, employees or agents or former directors, officers, employees or agents or any other person(s) who may have served at its request as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise in which it owns shares of capital stock or of which it is a creditor, to the full extent permitted by law. Said indemnification shall include, but not be limited to, the expenses, including the cost of any judgments, fines, settlements and counsel's fees, actually and necessarily paid or incurred in connection with any action, suit or proceeding, whether civil, criminal, administrative or investigative, and any appeals thereof, to which any such person or his legal representative may be made a party or may be threatened to be made a party by reason of his being or having been a director, officer, employee or agent as herein provided. The foregoing right of indemnification shall not be exclusive of any other rights to which any directors, officer, employee or agent may be entitled as a matter of law or which he may be lawfully granted.

ARTICLE VIII

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment hereto and any right conferred upon the shareholders is subject to this reservation. Further, the power to adopt, alter, amend or repeal By Laws shall be

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CAPITAL CONNECTION

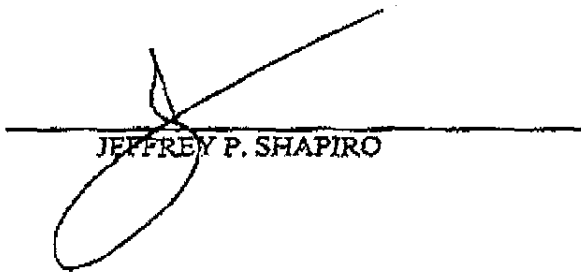
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vested in the Board of Directors and the Shareholders of this Corporation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 19th day of October, 2004.



JEFFREY P. SHAPIRO

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CERTIFICATE OF DESIGNATING REGISTERED AGENT

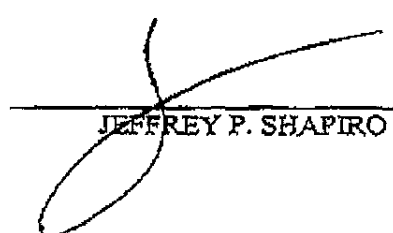
Pursuant to Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act;

That **LEREP TRAVEL GROUP INC.** desiring to organize under the laws of the State of Florida with its initial registered office, as indicated in Article V of the Certificate of Incorporation, at the City of Miami, County of Miami-Dade, State of Florida, has named Jeffrey P. Shapiro as its agent(s) to accept service of process within this State.

ACKNOWLEDGMENT OF REGISTERED AGENT

Having been named to accept service of process for the above-stated Corporation at the place designated in this Certificate, I hereby agree to act in this capacity and agree to comply with the provisions of all statutes relative to the proper and complete discharge of my duties.

Dated this 19th day of October, 2004.



JEFFREY P. SHAPIRO**FILED**

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