

Division of Corporations

Page 1 of 1

POS0000053344

Florida Department of State  
Division of Corporations  
Public Access System

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H05000088205 3))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations  
Fax Number : (850)205-0381

From:

Olga Pina  
Account Name : FOWLER, WHITE, GILLEN, BOGGS, VILLAREAL & BANKER, P.A.  
Account Number : 075410001562  
Phone : (813)228-7411  
Fax Number : (813)228-9401

Pm0041204

FLORIDA PROFIT CORPORATION OR P.A.

VenTravel (U.S.A.), Inc.

Certificate of Status	0
Certified Copy	1
Page Count	04
Estimated Charge	\$78.75

05 APR 11 AM 8:59  
FLORIDA DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS

Electronic Filing Menu

Corporate Filing

Public Access Help

H050000882053

**ARTICLES OF INCORPORATION  
OF  
VenTravel (U.S.A.), INC.**

The undersigned, acting as incorporator of a corporation under the Florida Business Corporation Act, adopts the following articles of incorporation for such corporation (the "Corporation"):

**ARTICLE I**

**Name**

The name of the Corporation is VenTravel (U.S.A.), Inc.

**ARTICLE II**

**Initial Principal Office and Mailing Address**

The initial principal office and mailing address of the Corporation is  
Av. Bolivar, C.C., AB Local 18, PB  
Pampatar, Isla de Margarita  
Edo. Nueva Esparta, Venezuela

The mailing address of the corporation is:  
P.O. Box 272442  
Tampa, FL 33688

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
05 APR 11 AM 9:00

**ARTICLE III**

**Shares**

The Corporation shall have authority to issue 10,000 common shares with a par value of \$0.01 per share.

**ARTICLE IV**

**Initial Registered Agent and Office**

The street address of the Corporation's initial registered office is 501 E. Kennedy Blvd., Suite 1700, Tampa, Florida 33602 and the name of the Corporation's initial registered agent at that address is Fowler White Boggs Banker P.A., care of Olga M. Pina.

H050000882053

H050000882053

**ARTICLE V**  
**Incorporator**

The name and address of the incorporator are Olga M. Pina, c/o Fowler White Boggs Banker P.A.,501 East Kennedy Boulevard, Tampa, Florida 33602.

**ARTICLE VI**  
**Initial Directors**

The corporation initially shall have two (2) directors, whose names and addresses are:

Name	Address
Luis Javier Serrano Puig	P.O. Box 272442 Tampa, FL 33688
Paolo Bonazza	P.O.Box 272442 Tampa, FL 33688

**ARTICLE VII**  
**Indemnification**

No director of the Corporation shall be personally liable to the Corporation or its shareholders for monetary damages to the Corporation or any other person for any statement, vote, decision or failure to act, regarding corporate management or policy, as a director, except to the extent that such exemption from liability or limitation thereof is not permitted under the Florida Business Corporation Act.

The Corporation shall indemnify to the full extent permitted by law any person who is made, or is threatened to be made, a party to any action suit or proceeding (whether civil, criminal, administrative or investigative) by reason of the fact that he or she is or was a director or officer of the Corporation or serves or served any other enterprises at the request of the Corporation. If the Florida Business Corporation Act is amended after the filing of these Articles of Incorporation of which this Article VII is a part to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the Florida Business Corporation Act as so amended.

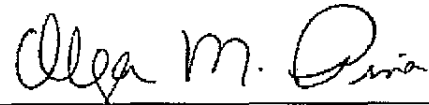
Any repeal or modification of the foregoing paragraph by the shareholders of the Corporation shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification.

H050000882053

**ARTICLE VIII**  
**Effective Date**

The effective date of filing of these Articles of Incorporation shall be upon filing.

Dated this 11<sup>th</sup> day of April, 2005.



---

Name: Olga M. Pina, Incorporator

H050000882053

H050000882053

**ACCEPTANCE BY REGISTERED AGENT**

Having been named as registered agent and to accept service of process for VenTravel (U.S.A.), Inc., at the place designated as the registered office, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the duties and obligations of my position as registered agent.

Dated this 11<sup>th</sup> day of April, 2005.

REGISTERED AGENT:

FOWLER WHITE BOGGS BANKER P.A.

By: Olga M. Pina  
Name: Olga M. Pina,  
Title: Authorized Agent

#1708422v1

H050000882053

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
05 APR 11 AM 9:00