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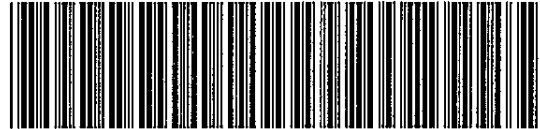
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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LAW OFFICE OF
GINNY L. GOLDMAN, P.A.

MEMBER FLORIDA AND NEW YORK BARS

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BOCA RATON, FLORIDA 33431
TEL (561) 447-9208 • FAX (561) 826-1109
GINNYGOLDMAN.COM
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June 16, 2005

Division of Corporations
Florida Department of State
409 E. Gaines Street
Tallahassee, FL 32399

Re: Articles of Incorporation of Beverly Hills Travel & Cruises, Inc.

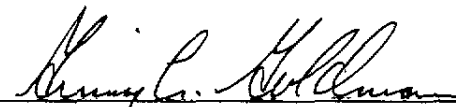
Dear Sir/Madam:

Enclosed please find an original and two (2) copies of the Articles of Incorporation of Beverly Hills Travel & Cruises, Inc. and my firm check made payable to the Department of State in the amount of \$78.75, representing the filing fee and the fee for obtaining a certified copy of the Articles.

Please file the enclosed Articles of Incorporation and return a certified copy to me. Thank you for your prompt attention to this matter.

Very truly yours,

GINNY L. GOLDMAN, P.A.

By: 
Ginny L. Goldman, Esq.

GLG/ns
Encls.

ARTICLES OF INCORPORATION
OF
BEVERLY HILLS TRAVEL & CRUISES, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I - NAME

The name of the corporation shall be: BEVERLY HILLS *Travel* & CRUISES, INC.

ARTICLE II - PRINCIPAL OFFICE

The principal place of business and mailing address of the corporation is 7200 NW 2nd Avenue, #92, Boca Raton, Florida 33487.

ARTICLE III - SHARES

The number of shares of stock that this corporation is authorized to issue and have outstanding at any one time is 200 shares of common stock, no par value.

ARTICLE IV - PURPOSE

The general nature of the business to be transacted by this corporation shall be to engage in any and all lawful business permitted under the laws of the United States and the State of Florida.

ARTICLE V - INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is Ginny L. Goldman, Esq., Ginny L. Goldman, P.A., 2799 N.W. Boca Raton Blvd., Suite 213, Boca Raton, Florida 33431.

ARTICLE VI - INCORPORATORS

The name and address of the incorporator signing these Articles of Incorporation is Ginny L. Goldman, Esq., Ginny L. Goldman, P.A., 2799 N.W. Boca Raton Blvd., Suite 213, Boca Raton, Florida 33431.

ARTICLE VII - INDEMNIFICATION

The corporation may indemnify any director, officer, employee or agent of the corporation to the fullest extent permitted by Florida Law.

ARTICLE VIII - AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 16th day of June, 2005.


GINNY L. GOLDMAN

**CERTIFICATE DESIGNATING REGISTERED AGENT
AND OFFICE FOR SERVICE OF PROCESS**

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered agent and registered office in the State of Florida.

The name of the corporation is BEVERLY HILLS TRAVEL & CRUISES, INC.

The name and address of the registered agent and office is Ginny L. Goldman, Esq., Ginny L. Goldman, P.A., 2799 N.W. Boca Raton Blvd., Suite 213, Boca Raton, Florida 33431.

ACCEPTANCE

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, 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 obligations of my position as registered agent.

Dated: June 16, 2005.



GINNY L. GOLDMAN

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TALLAHASSEE, FLORIDA