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12:07 AM

PUBLIC ACCESS SYSTEM
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TO: DIVISION OF CORPORATIONS FROM: EMPIRE CORPORATE KIT COMPANY
DEPARTMENT OF STATE 1492 W FLAGLER ST
STATE OF FLORIDA SUITE 200
409 EAST GAINES STREET MIAMI FL 33135- 9-000018-0000
TALLAHASSEE, FL 32399 CONTACT: RAY STORMONT
FAX: (904) 922-4000 PHONE: (305) 541-3694
FAX: (305) 641-3770
(((H95000000674))) DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
NAME: LATIN TRAVEL & TOURS, INC.
FAX AUDIT NUMBER: H95000000674 CURRENT STATUS: REQUESTED
DATE REQUESTED: 01/18/1995 TIME REQUESTED: 12:07:38
CERTIFIED COPIES: 1 CERTIFICATE OF STATUS: 0
NUMBER OF PAGES: 8 METHOD OF DELIVERY: FAX
ESTIMATED CHARGE: \$122.50 ACCOUNT NUMBER: 072450003255
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SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 JAN 18 PM 3:48

AND 12:07:38 PM

95 JAN 18 PM 1:35

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H9500 0000 674

PREPARED BY:
SERGIO MASIA, ACCOUNTANT
BUSINESS AUTHORITY CORP.
6347 S.W. 40th ST.
MIAMI, FL 33155
TEL: (305) 220-3420

ARTICLES OF INCORPORATION OF
LATIN TRAVEL & TOURS INC.

ARTICLE I NAME

The name of this corporation is LATIN TRAVEL & TOURS INC.

ARTICLE II DURATION

This corporation shall have perpetual existence commencing on the date of the filing of these Articles with the Department of State.

ARTICLE III NATURE OF BUSINESS

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

ARTICLE IV CAPITAL STOCK

This corporation is authorized to issue 100 shares of \$1.00 par value common stock which shall be designated "Common Shares".

ARTICLE V PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI LOCATION

The Street, Address, City, County and State in which the principal offices of the corporation are to be located are 10815 S.W. 113th Av. No. 304, Dade County, Miami, Florida 33176. The Board of Directors may from time to time designate such other address and place for the principal office of this corporation as it may see fit.

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ARTICLE VII INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) Directors initially. The number of Directors may be increased or diminished from time to time in accordance with By-Laws adopted by the stockholders. The names and addresses of the initial Board of Directors of this corporation are:

NAME	ADDRESS
David Maruyama President, Secretary	10815 S.W. 112 Av. No. 304 Miami, FL 33176
Jessica Gibu V.P., Treasurer	10815 S.W. 112 Av. No. 304 Miami, FL 33176

ARTICLE VIII SUBSCRIBERS

The names and street addresses and the number of shares of stock subscribed to by each person signing these Articles of Incorporation are:

NAME	ADDRESS	NO OF SHARES
David Maruyama	10815 S.W. 112 Av. No. 304 Miami, FL 33176	504
Jessica Gibu	10815 S.W. 112 Av. No. 304 Miami, FL 33176	504

ARTICLE IX AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders' meeting by a majority of the stock entitled to vote thereon, unless all the Directors and all the stockholders sign a written statement manifesting their intention that a certain amendment to these Articles of Incorporation be made.

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ARTICLE X LIMITATIONS ON CORPORATE STOCK

1. No shareholder can enter into a voting trust agreement or any other type agreement vesting another person with the authority to exercise the voting power of any or all of his stock.
2. If any officer, shareholder, agent or employee of this corporation who has been rendering professional services to the public becomes legally disqualified to render such services within the State of Florida, or is elected to a public office or accepts employment that, pursuant to existing law, places restrictions or limitations upon his continued rendering of such professional services, he shall sever all employment with, and financial interest in the corporation.
3. No shareholder of the corporation may sell or transfer his stock in this corporation except to another individual who is eligible to be a shareholder of the corporation.

ARTICLE XI INDEMNIFICATION

The corporation shall indemnify any officer or director, to the full extent permitted by law.

ARTICLE XII DISSOLUTION

The corporation may be dissolved at any time on the affirmative vote of the holders of at least two thirds (2/3) of the outstanding shares of the corporation entitled to vote thereon. On dissolution the corporate property and assets shall, after payment of all debts of the corporation, be distributed to the shareholders pro-rata, each shareholder to participate in the distribution in direct proportion to the number of shares held by him.

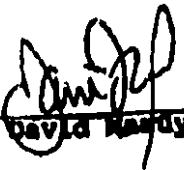
ARTICLE XIII INITIAL REGISTERED OFFICE AND AGENT

The Street address of the initial registered office of this corporation is 10815 S.W. 112 Av. No. 304, Miami, FL. 33176 and the name of the initial registered agent of this corporation at that address is David Maruyama.

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H9500 0000 67#

IN WITNESS WHEREOF, the undersigned being the original subscribers to the capital stock here in above named for the purpose of forming a corporation to do business in the State of Florida, under the laws of the State of Florida, do make and file these Articles of Incorporation, here by declaring and certifying that the facts herein stated are true and do agree to take the number of shares herein above set forth and hereunto set our hands and seals this 14th day of January, 1995.


David Kadyana


Jessica Gibu

H9500 0000 67#

H9500 0000 674

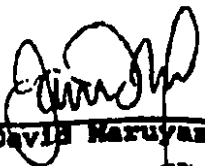
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, MAKING AGENT UPON WHOM
PROCESS MAY BE SERVED.**

In pursuance of Chapter 48.091, Florida Statutes, the following is
submitted, in compliance with said Act:

1. Latin Travel & Tours Inc., desiring to organize under the laws
of the State of Florida, with its principal office, as indicated in
the Articles of Incorporation at the City of Miami, State of
Florida, has named David Maruyama, located at 10815 S.W. 112 Av.
No. 304, City of Miami, County of Miami, State of Florida, as its
agent to accept service of process within this State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated
Corporation, at the place designated in this Certificate, I hereby
accept to act in this capacity and agree to comply with the
provisions of said Act relative to keeping open said office.



David Maruyama

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CLERK OF DISTRICT COURT
JAN 18 PM 3:48

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9/10/97

P95000004527

FLORIDA DIVISION OF CORPORATIONS
PUBLIC ACCESS SYSTEM
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O: DIVISION OF CORPORATIONS

FAX #: (850)922-4000

ROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
PHONE: (305)541-3694

ACCT#: 072450003255

FAX #: (305)541-3770

AME: LATIN TRAVEL & TOURS INC.
AUDIT NUMBER.....H97000014950
DOC TYPE.....BASIC AMENDMENT
CERT. OF STATUS..0
CERT. COPIES.....0

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91 SEP 11 AM 11:40
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SECRETARY OF STATE

Amendment
9-11-97
DC

9/10/97

FLORIDA DIVISION OF CORPORATIONS
PUBLIC ACCESS SYSTEM
ELECTRONIC FILING COVER SHEET

12:47 PM

((H97000014950 4))

TO: DIVISION OF CORPORATIONS

FAX #: (850) 922-4000

FROM: EMPIRE CORPORATE KIT COMPANY

ACCT#: 072450003255

CONTACT: RAY STORMONT

PHONE: (305) 541-3694

FAX #: (305) 541-3770

NAME: LATIN TRAVEL & TOURS INC.

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EMPIRE CORPORATE KIT

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9/10/97

FLORIDA DIVISION OF CORPORATIONS
PUBLIC ACCESS SYSTEM
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12:47 PM

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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4000

FROM: EMPIRE CORPORATE KIT COMPANY

ACCT#: 072450003255

CONTACT: RAY STORMONT

PHONE: (305)541-3694

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

September 11, 1997

LATIN TRAVEL & TOURS INC.
1235 CORAL WAY STE 101
MIAMI, FL 33145

SUBJECT: LATIN TRAVEL & TOURS INC.
REF: P95000004527

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The current name of the entity is as referenced above. Please correct your document accordingly.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6906.

Darlene Connell
Corporate Specialist

FAX Aud. #: H97000014950
Letter Number: 297A00045173

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97 SEP 11 AM 10:15
BUREAU OF CORPORATE AFFAIRS

497000014950
 ARTICLES OF AMENDMENT
 TO
 ARTICLES OF INCORPORATION OF
 LATIN TRAVEL & TOURS INC.
 (Charter# P95000004527)

FILED
 97 SEP 11 AM 11:40
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

Pursuant to the provisions of section 607.1006, Florida Statutes, the undersigned corporation adopts the following articles of amendment to its articles of incorporation:

AMENDMENT ADOPTED TO ARTICLE VIII:

The names and street addresses of the Shareholders and Directors and the number of shares of stock are as follows:

NAME	ADDRESS	NO. OF SHARES
Malena Rodriguez President, Secretary	2980 Brickell Av. No. 9 Miami, FL. 33131	1008

THE DATE OF THE ADOPTION OF THIS AMENDMENT IS: June 23rd, 1997

THE AMENDMENT WAS APPROVED BY THE SHAREHOLDERS. THE NUMBER OF VOTES CAST FOR THE AMENDMENT WAS SUFFICIENT FOR APPROVAL.

Signed this 23rd day of June, 1997

LATIN TRAVEL & TOURS INC.

By


 Malena Rodriguez
 President

PREPARED BY: SERGIO MASSA, ACCOUNTANT
 BUSINESS AUTHORITY CORP.
 8347 S.W. 40th ST.
 MIAMI, FL 33155
 TEL: (305) 220-3420

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