

P. 002

ARTICLES OF INCOMPORATION

Œ

Viajos Pegnuo, Inc.

THE UNDERSIONED BUBBCRIBERS to these Articles of Incorporation each a natural person competent to contract, hereby associate themselves together to form a corporation under the Laws of the State of Florida.

ORTICLE I

The name of this corporation is: Viajes Pegano, Inc.

ARTICLE II

The general nature of the Business to be transacted by this corporation is:

- 1. All lawful purposes.
- 2. To manufacture, purchase or otherwise acquire and to own, sortgage, pledge, sell, assign, transfer or otherwise acquire and to own, mortgage, pledge, sell, assign, transfer or otherwise dispose of and to invest in, trade in, deal in and with goods, wars, serchandise, real and personal property and services of every class, kind and trust, insurance, surety, supress, railroad, canal, telegraph, telephone or cemetery company, a building and loan association, sutual fire insurance association, cooperative association, Jraternal benefit society, state fair or exposition.
- 3. To conduct business in, have one or sore offices in and buy, hold, mortgage, sell, convey, lease or otherwise dispose of real and personal property including franchises, patents, copyrights, trademarks and licenses in the State of Florida and in all other states and countries.
- 4. To contract debts and borrow money, issue and sell or pledge bonds, debentures, note and other evidences of indebtedness and execute such sortgages; transfers or corporate property or other instruments to secure the payable of corporate indebtedness as required.

Prepared by Bradley Gould 6585 Allison Road Mismi Beach, Florida 33141 305 865 2962 Bar no.966150

H95000001093

H95000001093

- 5. To purchase the corporate assets of any other corporation and engage in the same or other character of business.
- 6. To guarantee, undorse, purchase, hold, sell, transfer, sortgage, pledge or otherwise acquire or dispose of the share of the capital stock of, or any bonds, securities, or other evidences of indebtedness created by any other corporation of the State of Florida or any other state government; and while owner of such stock, to exercise all the rights, powers and priviledges of ownership including the right to vote such stock.
- 7. To carry on any lawful business necessary or incidental to the attainment of the objects of this corporation whether or not such business is similar in nature to the objects enumerated in these Articles of Incorporation.
- 8. To engage in any activity or business permitted under the Lake of the United States and of the State of Florida.

ARTICLE III

The maximum number of wheres of stock that this corporation is authorized to have outstanding at any one time 1,000 shares of common stock, each having \$1.00 per value.

The consideration to be paid for each share shall be fixed by the Board of Directors and any and all shares so immuse, the full consideration for which has been paid or delivered, shall be deseed full paid stock and not liable to any further call or assessent thereon; and the holders of such shares shall not be liable for any further payments thereon.

The capital stock may be paid for in property, labor or services at a just valuation to be fixed by the incorporators or the Directors.

The stock shall be issued from time to time as may be determined by the Board of Directors.

On dissolution or liquidation of the corporation, the holders of the stock shall be untitled to distribution as their holdings may appear upon the stock record of the corporation.

01/27/95 09:30 FAS-T CORPORATE AGENTS

(305) 592-9591

P. 004

From 1 Ronald Gould

PHD-E No. 1 R61 7272

Jan. 27 1995 18:1164 PRI

H95000001093

ARTICLE IV

The amount of capital with which this corporation may begin business shall not be less than five Hundred (#500.00) Dallars.

ARTICLE Y

The corporation shall have perpetual existence.

ARTICLE VI

The initial street address of the principal office of this corporation in the State of Florida is: 2075 N.E. 164 Street (103 North Missi Beach, Floridal3162

The Board of Directors may, from time to time, move the principal office to any other address in Florida. Branch offices may be maintained at such other places in the State of Florida, the United States of America and foreign countries as may, from time to time, be authorized by the Board of Directors.

ORTICLE VII

ARTICLE VIII

The Registered Agent of this corporation is:

RONALD GOULD

and the registered office is ats Mth. FL: 11:10 BRICKELL
Misst Florida 33/3/ Mth. FL: 11:10 BRICKELL

01/27/95 09:30 FAS-T CORPORATE AGENTS

(305) 592-9591 303 372 1382

P. 005

H95000001093

	ARTICLE	<u>LX</u>		
The names ar Articles of Incorp	nd mirget address o poration are as foli	f wach incorpo Lowst	orator to	these
NANK		201 Alhambra Circle Suite 302 Coral Gables, Fl 33134		
APAINT CILCULA.	Sui			
	ARTICLE	<u>.</u>		
The manus and only of said corpo	street address of ration are as follo	mach mubacrit was	oer to the i	stock
<u>NAME</u>	ADDRESS		OF SHARES	
None	None	N:	TIP	
	ARTICLE X	I.		
Board of Director	street address of s and Officers w mistence of this ctmd and have quali	ha whall hald corporation	office for	• the
NAME	ADORESS		<u> </u>	
CLAUDIO FARNZA	# 103 2075 N.E. 1 North Mismi Beach,		President/Din	ector

H95000001093 ;

þ

H95000001023

ARTICLE XII

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 thee to the stockholders and approved at a Stockholder's Meeting by a majority of the stock entitled to vote thereon.

ARTICLE XIII

The stockholders of this corporation may enter into agreements between themselves respecting their respective rights and duties with reference to the shares of stock of this corporation; and such agreements may include any limitation upon the transferability of assignment of the stock and the conferring of pre-maptive rights of purchase upon the stockholders as condition precident to the sale of other stock; and such agreement shall be valid and this corporation may join as a party thereto.

ARTICLE XIV

This corporation may, by action taken at any meeting of its Board of Directors, sell, lease or exchange all of its property and assets including its good will, its corporate franchises or any property or assets essential to its corporate business upon such terms and conditions as its Board of Directors deman seet and expedient and as authorized by an affirmative vote of stockholders of record holding stock in the corporation entitling them to exercise a majority of the voting power putstanding,

01/27/95 09:31 FAS-T CORPORATE AGENTS

(305) 592-9591 308 372 1352 P. 007

H95000001093

provided however, that no vote or consent of stockholders shall be necessary for a transfer of assets by way of mortgage, trust or pledge to secure the indebtedness of the corporation.

IN WITNESS WEDGOF, the undersigned incorporator has hereunto set his hand and smal.

a suntation of

STATE OF FLORIDA)

THEREBY CERTIFY that on this day personally appeared to me well known to be the person who executed the foregoing Articles of Incorporation; and he severally acknowledged before me that he executed the same for the purpose therein expressed.

NOT RECUIRED UNDER FLORIDA LAN

NOTARY PUBLIC, State of P1

My commission expirest

H95000001093

01/27/95 09:31 FAS-T CORPORATE AGENTS

(305) 592-9591 305 372 1352 P. OOB

H95000001093

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA MAKING AGENT UPON WHOM PROCESS MAY BE BERVED IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS SUBNITTED:

FIRST, THAT Viajes Pogaso, Inc.
(NAME OF CORPORATION)

DESIRING TO ORGANIZE OR QUALITY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT THE CITY OF CORAL GABLES, STATE OF FLORIDA, HAS HAMED ROTAL GOULD (NAME OF RESIDENT AGENT)

LOCATED 7th Floor 1110 Brickell Avenue Minmi Florida 33131

AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I BEREBY AGREED TO ACT IN THIS CAPACITY! AND I FURTHER AGREE TO COMPLY WITH. THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

January 25, 1995

(DATE)

(RESIDENT AGENT)