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TO: DIVISION OF CORPORATIONS
DEPARTMENT OF STATE
STATE OF FLORIDA
409 EAST GAINES STREET
TALLAHASSEE, FL 32399
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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
NAME: MELIA TRAVEL (U.S.A.), INC.
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TO: CRY...

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ARTICLES OF INCORPORATION
OF
MELIA TRAVEL (U.S.A.), INC.

ARTICLE I
NAME

The name of this Corporation shall be:
Melia Travel (U.S.A.), Inc.

ARTICLE II
PURPOSE

This corporation may engage in the transaction of any or all lawful business for which corporations may be incorporated under the Florida General Corporation Act of the State of Florida.

ARTICLE III
CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to issue at any time is 7,500 shares of \$1.00 par value each.

ARTICLE IV
PREEMPTIVE RIGHTS

The shareholders of this corporation shall have preemptive rights to acquire unissued or treasury shares of the corporation, right to subscribe to or to acquire shares of the corporation to the extent that the stockholders might so specifically set forth. Lacking this affirmative action by the stockholders, there shall be no such preemptive rights.

ARTICLE V
TERM OF EXISTENCE

This Corporation is to have perpetual existence.

ARTICLE VI
ADDRESS

The principal office of this corporation shall be located at 999 Ponce de Leon Blvd. Suite 1040, Coral Gables, Florida 33134 with the corporation retaining the power of moving its offices to any other address in Florida, as may from time to time be determined and authorized by its Board of Directors, with branch offices in such other cities, or countries as may from time to time be authorized by its Board of Directors.

Prepared by:

Julio Alonso

999 Ponce de Leon Blvd #1040

Coral Gables, FL 33134

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ARTICLE VII
REGISTERED AGENT

The initial registered office of this corporation shall be 999 Ponce de Leon Blvd. Suite 1040, Coral Gables, Florida 33134. The initial registered agent at such address shall be Julio C. Alonso, Esq.

ARTICLE VIII
BOARD OF DIRECTORS

This Corporation shall at all times have at least one and not more than five Directors who shall conduct the business of the Corporation as a Board of Directors. The Stockholders of this Corporation may, from time to time, and at any time, increase or decrease the size of the Board of Directors of the Corporation.

ARTICLE IX
INITIAL BOARD OF DIRECTORS

The names and addresses of the Members of the First Board of Directors who shall hold office until the first annual meeting of Shareholders and/or until their successors are elected and qualified or until their earlier resignation, removal from office or death are:

Julio C. Alonso, Esq.
999 Ponce de Leon Blvd.
Suite 1040
Coral Gables, Florida 33134

ARTICLE X
SUBSCRIBERS

The names and addresses of the subscribers are:

Julio C. Alonso, Esq.
999 Ponce de Leon Blvd.
Suite 1040
Coral Gables, Florida 33134

ARTICLE XI
BY LAWS

The By Laws of this corporation may be created, amended, changed or replaced by either the Stockholders or the Directors of the Corporation at any duly scheduled Special Meeting called for that purpose.

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ARTICLE XII
INDemnIFICATION OF DIRECTORS

Every person who now is or hereafter shall become a Director of this Corporation, shall be indemnified by the Corporation against all costs and expenses (including counsel fees) hereafter reasonably incurred by or imposed upon him or her in connection with or resulting from any action, suit or proceedings, of whatever nature, to which he or she is or shall be made a party by reason of him or her being or having been a director of the Corporation (whether or not he or she is made a party to such action, suit or proceeding or at the time such cost or expense is incurred by or imposed upon him or her).

However, an exception is made to the above in relation to matters as to which he or she shall be finally adjudged in such action, suit or proceeding to have been derelict in the performance of the duties imposed on him or her as such Director. The right of indemnification herein provided for shall not be exclusive of other rights to which any such person may now or hereafter be entitled as a matter of law.

IN WITNESSES WHEREOF, the undersigned have made, subscribed and acknowledged these Articles of Incorporation this 14th day of February 1995.


Julio C. Alonso

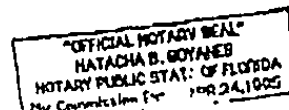
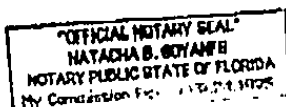
STATE OF FLORIDA
COUNTY OF DADE

I HEREBY CERTIFY, that on this 14th day of February, 1995, personally appeared before me, an authorized officer duly commissioned to administer oaths and take acknowledgements, Julio C. Alonso to me well known, and known to me to be the person who executed the foregoing Articles of Incorporation, and acknowledged that he/she/they signed and executed the same for the uses and purposes herein stated.

IN WITNESSES WHEREOF, I have hereunto set my hand and official seal at Dade County, Florida, the day and year above written.

My commission expires:


NOTARY PUBLIC
State of Florida at Large



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CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

IN COMPLIANCE WITH SECTION 40.091 FLORIDA STATUTES THE FOLLOWING IS
SUBMITTED:

FIRST-That MELIA TRAVEL (U.S.A.), INC. desiring to organize or
qualify under the Laws of the State of Florida, with its principal
place of business at City of Coral Gables, State of Florida, has
named Julio C. Alonso located at 999 Ponce de Leon Blvd. Suite
1040, Coral Gables,, State of Florida as its agent to accept
service of process within Florida.


SUBSCRIBER

Dated: February 14, 1995

Having been named to accept service of process for the above
stated Corporation, at the place designated in this Certificate, I
heraby agree 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.


RESIDENT AGENT

Dated: February 14, 1995

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