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NOV-24-1995 12:13 PM EMPIRE DI COMP LT P.01
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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
NAME: AIRWAYS TRAVEL & TOURS, INC.
FAX AUDIT NUMBER: H95000003406 CURRENT STATUS: REQUESTED
DATE REQUESTED: 03/24/1995 TIME REQUESTED: 11:29:37
CERTIFIED COPIES: 0 CERTIFICATE OF STATUS: 0
NUMBER OF PAGES: 4 METHOD OF DELIVERY: FAX
ESTIMATED CHARGE: \$70.00 ACCOUNT NUMBER: 072450003255

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HR-24-1995 12113 FROM LMP:EL
JUNIOR, N.Y. "REGULATED"
9990 SW 77 AVE.
SUITE 330
MIAMI, FL 33156
(305) 595-1911
FL BAR NO. 174756

TO DIV COMP ELT FI P.02

(4)

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**ARTICLES OF INCORPORATION
OF
AIRWAYS TRAVEL & TOURS, INC.**

The undersigned, for the purpose of forming a Corporation under the Florida General Corporation Act, does hereby adopt the following Articles of Incorporation:

ARTICLE I: NAME

The name of the Corporation is: **AIRWAYS TRAVEL & TOURS, INC.**

ARTICLE II: DURATION

The existence of the Corporation shall commence with the filing of these Articles. The duration of the Corporation is perpetual.

ARTICLE III: PURPOSE

The Corporation may engage in any activity or business permitted under the laws of the United States and under the laws of the State of Florida.

ARTICLE IV: CAPITAL STOCK

The total number of shares of capital stock authorized to be issued by the Corporation will be Five Thousand (5,000) shares of common stock having a par value of one dollar (\$1.00) per share. Each of the said shares of stock will entitle the holder thereof to one (1) vote at any meeting of the Shareholders.

ARTICLE V: INITIAL REGISTERED OFFICE AND AGENT

The initial Registered Agent of the Corporation will be John A. Margolis, Esquire., who by execution of these Articles of Incorporation, agrees to accept Service of Process for the Corporation as required by law. The initial registered office of the Corporation in the State of Florida will be: Suite 330, 9990 S.W. 77th Avenue, Miami, FL 33156. The Board of Directors may from time to time move the Registered Office to any other address in the State of Florida.

ARTICLE VI: INITIAL PRINCIPAL PLACE OF BUSINESS

The initial principal place of business shall be Suite 330, 9990 S.W. 77th Avenue, Miami, FL 33156-2699. The Board of Directors may from time to time move the principal place of business to any other address in the State of Florida.

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ARTICLE VII: INITIAL BOARD OF DIRECTORS

The Corporation will have three Directors initially. The number of Directors may be either increased or decreased from time to time as provided by the by-laws. The name and street address of each person who is to serve as a member of the initial Board of Directors is:

Jan Schneider, P.O. Box 172142, Hialeah, FL 33014;
Sandra Moskowitz, P.O. Box 172142, Hialeah, FL 33014;
Terri Mollar, P.O. Box 172142, Hialeah, FL 33014.

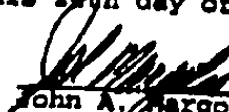
ARTICLE VIII: INCORPORATOR

The name and address of the Incorporator of these Articles of Incorporation is: John A. Margolis, Esq., Suite 330, 9990 S.W. 77th Ave. Miami, Florida, 33156-2699.

ARTICLE IX: AMENDMENTS

The Corporation reserves the right to amend or repeal any provision or provisions of these Articles of Incorporation, or any amendment(s) hereto, and any right conferred upon the Shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 24th day of March, 1995.


John A. Margolis, Incorporator

State of Florida
County of Dade

The foregoing instrument was acknowledged before me this 24th day of March, 1995, by John A. Margolis, who is personally known to me.

ELAINE PATRELLA
Printed Name: Notary


Notary Public, State of Florida

My commission expires:

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**CERTIFICATE DESIGNATING (OR CHANGING) PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON
WHOM PROCESS MAY BE SERVED**

First - That AIRWAYS 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 Suite 330, 9990 S.W. 77th Avenue, Miami, State of Florida, has named JOHN A. MARGOLIS, located at Suite 330, 9990 S.W. 77th Ave., Miami, FL 33156-2699, as its agent to accept Service of Process within this State.

ACKNOWLEDGEMENT

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

By:


Registered Agent

CORPORAT\ART. INC.

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