

P9500025766

DIVISION OF CORPORATION

AMERILAWYER®

(Requestor's Name)

343 ALMERIA AVENUE

(Address)

CORAL GABLES, FL 33134 - (305) 445-2700

(City, State, Zip)

(Phone #)

OFFICE USE ONLY

800001444988
-03/31/95--01050--013
****840.00 *****70.00

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):
TRAVEL PROFESSIONALS INTERNATIONAL, INC.

1. _____
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

☒ Walk in ☒ Pick up time 2:00

☐ Certified Copy

☐ Mail out ☐ Will wait

☐ Photocopy

☐ Certificate of Status

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

FILED
95 MAR 31 PM 12:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Examiner's Initials

ARTICLES OF INCORPORATION OF TRAVEL PROFESSIONALS INTERNATIONAL, INC.

The undersigned subscriber to these Articles of Incorporation is a natural person competent to contract and hereby form a Corporation for profit under Chapter 607 of the Florida Statutes.

ARTICLE 1 - NAME

The name of the Corporation is **TRAVEL PROFESSIONALS INTERNATIONAL, INC.**

ARTICLE 2 - PURPOSE OF CORPORATION

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

ARTICLE 3 - PRINCIPAL OFFICE

The address of the principal office of this corporation is 10637 North Kendall Drive, Suite 7, Miami, Florida 33176 and the mailing address is the same.

ARTICLE 4 - INCORPORATOR

The name and street address of the incorporator of this corporation is:

Elsie Sanchez
343 Almeria Avenue
Coral Gables, Florida 33134

FILED
95 MAR 31 PM 12:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE 5 - PRESIDENT

The initial President of the corporation shall be Rosemarie Ramcharitar whose address shall be the same as the principal office of the corporation.



ARTICLE 6 - CORPORATE CAPITALIZATION

6.1 The maximum number of shares that this Corporation is authorized to have outstanding at any time is **SEVEN THOUSAND FIVE HUNDRED (7,500)** shares of common stock, each share having the par value of **ONE DOLLAR (\$1.00)**.

6.2 No holder of shares of stock of any class shall have any preemptive right to subscribe to or purchase any additional shares of any class, or any bonds or convertible securities of any nature; provided, however, that the board of directors may, in authorizing the issuance of shares of stock of any class, confer any preemptive right that the board of directors may deem advisable in connection with such issuance.

6.3 The board of directors of the Corporation may authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class, whether now or hereafter authorized, for such consideration as the board of directors may deem advisable, subject to such restrictions or limitations, if any, as may be set forth in the bylaws of the Corporation.

6.4 The board of directors of the Corporation may, by articles supplementary, classify or reclassify any unissued stock from time to time by setting or changing the preferences, conversions or other rights, voting powers, restrictions, limitations as to dividends, qualifications, or term or conditions of redemption of the stock.

ARTICLE 7 - POWERS OF CORPORATION

The Corporation shall have the same powers as an individual to do all things necessary or convenient to carry out its business and affairs, subject to any limitations or restrictions imposed by applicable law or these Articles of Incorporation.

ARTICLE 8 - TERM OF EXISTENCE

This corporation shall have perpetual existence.

ARTICLE 9 - TITLE

The Corporation, to the extent permitted by law, shall be entitled to treat the person in whose name any share or right is registered on the books of the corporation as the owner thereto, for all purposes, and shall not be bound to recognize any equitable or other claim to, or interest in, such share or right on the part of any other person, whether or not the Corporation shall have notice thereof.



ARTICLE 10 - REGISTERED OFFICE AND REGISTERED AGENT

The initial address of registered office of this corporation is The Law Firm of Lawrence J. Spiegel, Chartered doing business as AmeriLawyer®, located at 343 Almeria Avenue, Coral Gables, Florida 33134. The name and address of the registered agent of this corporation is The Law Firm of Lawrence J. Spiegel, Chartered doing business as AmeriLawyer®, 343 Almeria Avenue, Coral Gables, Florida 33134.

ARTICLE 11 - BYLAWS

The Board of Directors of the Corporation shall have power, without the assent or vote of the shareholders, to make, alter, amend or repeal the Bylaws of the Corporation, but the affirmative vote of a number of Directors equal to a majority of the number who would constitute a full Board of Directors at the time of such action shall be necessary to take any action for the making, alteration, amendment or repeal of the Bylaws.

ARTICLE 12 - EFFECTIVE DATE

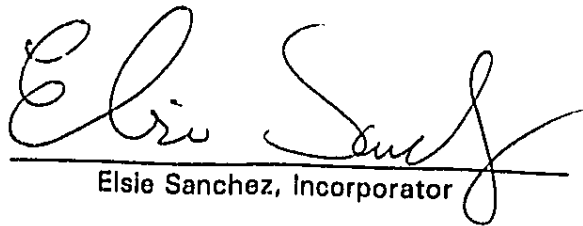
These Articles of Incorporation shall be effective immediately upon approval of the Secretary of State, State of Florida.

ARTICLE 13 - AMENDMENT

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, or in any amendment hereto, or to add any provision to these Articles of Incorporation or to any amendment hereto, in any manner now or hereafter prescribed or permitted by the provisions of any applicable statute of the State of Florida, and all rights conferred upon shareholders in these Articles of Incorporation or any amendment hereto are granted subject to this reservation.



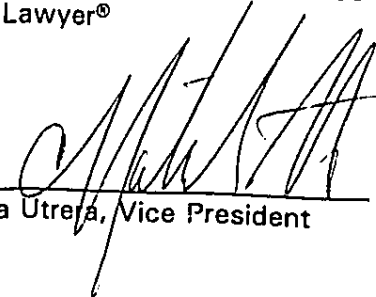
IN WITNESS WHEREOF, I have hereunto set my hand and seal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this 30th day of March, 1995.


Elsie Sanchez, Incorporator

**ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION**

The Law Firm of Lawrence J. Spiegel, Chartered doing business as AmeriLawyer®, having a business office identical with the registered office of the corporation name above, and having been designated as the Registered Agent in the above and foregoing Articles of Incorporation, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

The Law Firm Of Lawrence J. Spiegel,
Chartered doing business as
AmeriLawyer®

By: 
Natalia Utrera, Vice President

ARTESINC

FILED
95 MAR 31 PM 12:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



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CHARGED, PLEASE ENTER YOUR PASSWORD. TO ABANDON THIS PROCESS, ENTER 'N'.

7/06/95

FLORIDA DIVISION OF CORPORATIONS
PUBLIC ACCESS SYSTEM

1:48 PM

((H9500007497))

ELECTRONIC FILING COVER SHEET

TO: DIVISION OF CORPORATIONS

FROM: FAG-T CORP. AGENTS, INC.

DEPARTMENT OF STATE

8405 NW 53RD ST

STATE OF FLORIDA

SUITE C-100

409 EAST GAINES STREET

MIAMI FL 33166-

401-0000

TALLAHASSEE, FL 32399

CONTACT: LIDIA FERNANDEZ

FAX: (904) 922-4000

PHONE: (305) 599-0839

FAX: (305) 592-9591

((H9500007497))

DOCUMENT TYPE: BASIC AMENDMENT

NAME: TRAVEL PROFESSIONALS INTERNATIONAL, INC.

FAX AUDIT NUMBER: H9500007497

CURRENT STATUS: REQUESTED

DATE REQUESTED: 07/06/1995

TIME REQUESTED: 13:48:33

CERTIFIED COPIES: 0

CERTIFICATE OF STATUS: 0

NUMBER OF PAGES: 2

METHOD OF DELIVERY: FAX

ESTIMATED CHARGE: \$35.00

ACCOUNT NUMBER: 071001002335

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((H9500007497))

** ENTER 'M' FOR MENU. **

7/06/95

FLORIDA DIVISION OF CORPORATIONS
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1:48 PM

00500 00563, 00671
CORP. AGENTS - RA
JULIA

FLORIDA DIVISION OF CORPORATIONS

95 JUL -6 PM 3:29

RECEIVED

FILED
95 JUL -7 PM 3:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

July 7, 1995

TRAVEL PROFESSIONALS INTERNATIONAL, INC.
10637 N. KENDALL DRIVE, SUITE 7
MIAMI, FL 33176

SUBJECT: TRAVEL PROFESSIONALS INTERNATIONAL, INC.
REF: P95000025766

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

The date of adoption of each amendment must be included in the document.

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 (904) 487-6902.

Linda Stitt
Corporate Specialist

FAX Aud. #: H95000007497
Letter Number: 495A00032853

Division of Corporations - P.O. Box 6327 - Tallahassee, Florida 32314

DIVISION OF CORPORATIONS

95 JUL -7 PM 2:32

RECEIVED

H95000007497

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF

TRAVEL PROFESSIONALS INTERNATIONAL, INC.

FILED
95 JUL -7 PM 3:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of section 607.1006, Florida Statutes, this Corporation adopts the following amendment to its Articles of Corporation:

FIRST: Amendment(s) adopted: (article number(s) being amended, added or deleted.

ARTICLE 5-A

BOARD OF DIRECTORS

<u>POSITION</u>	<u>NAME DIRECTOR</u>	<u>ADDRESS</u>
PRESIDENT	ROSEMARIE RAMCHARITAR	10901 NO. Kendall DR. #219 Miami, Florida 33176
VICE-PRESIDENT	SHANA L. CARRANCO	7500 S.W. 153 CT. #203 Miami, Florida 33196
SECRETARY	SHANA L. CARRANCO	7500 S.W. 153 CT. #203 Miami Florida 33196
TREASURER	ROSEMARIE RAMCHARITAR	10901 NO. Kendall DR. #219 Miami, Florida 33176

REGISTERED AGENT AND
REGISTERED OFFICE

REGISTERED AGENT	ROSEMARIE RAMCHARITAR
REGISTERED OFFICE	10637 NO. Kendall DR. #7 Miami, Florida 33176

Prepared by: Small Business Development
1401 West Flagler St.
Miami, Fl 33125
1-800-821-3570

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CERTIFICATE OF DESIGNATION

Pursuant to the provisions of sections 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

TRAVEL PROFESSIONALS INTERNATIONAL, INC.

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, Rosemarie Ramcharitar, do hereby accept the appointment as Registered Agent and agree 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.


ROSEMARIE RAMCHARITAR
Registered Agent

6-29-95
Date

These amendments were adopted by the Board of Directors, without shareholder action and shareholder action was required. Number of votes were sufficient for approval.

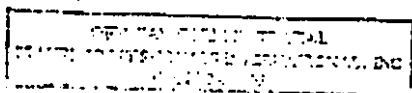
The date of the amendment's adoption: June 29, 1995

CERTIFICATION

I hereby certify that the foregoing is a true and correct copy of a resolution regularly presented and adopted by the Board of Directors of TRAVEL PROFESSIONAL INTERNATIONAL, INC. at a meeting called and held at 1401 West Flagler Street Suite 210 Miami, Florida on the 21st of June, 1995, at which a quorum was present and voted, and that such resolution is a duly recorded in the minute book, of this corporation that the officer named in said resolution have been duly elected or appointed to, and are the present incumbents of, the respective offices set after their respective names and that signatures set opposite their respective names are their true and genuine signatures.


SECRETARY

(Seal)



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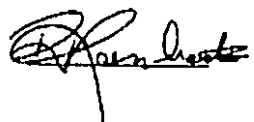
RESOLUTION OF BOARD OF DIRECTORS

OF

TRAVEL PROFESSIONALS INTERNATIONAL, INC.

(1) RESOLVE, that the officers of this corporation named below, or any one of them, or their, duly elected or appointed successors in the office hereby elect to accept SHANA L. CARRANCO, as Vice President and Secretary of this Corporation, with 30 shares allotted in accordance to her position as member of this Board of Directors, and ROSEMARIE RAMCHARITAR, as Registered Agent, and Treasurer.

(2) FURTHER RESOLVED, that the officer referred to in the foregoing resolutions is as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>POSITION</u>	<u>SIGNATURE</u>
SHANA L. CARRANCO	7500 S.W. 153 CT. #203 Miami, Florida 33196	Vice President and Secretary	
ROSEMARIE RAMCHARITAR	10901 NO. Kendall Dr. Miami, Florida 33176	President and Treasurer	

REGISTERED AGENT

ROSEMARIE RAMCHARITAR

REGISTERED ADDRESS

10637 North Kendall Drive #7
Miami, Florida 33176

CERTIFICATE OF DESIGNATION

Pursuant to the provisions of sections, 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida.

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ROSEMARIE RAMCHARITAR, having been named as Registered Agent, accepts service of process for the above stated corporation, and hereby accepts the appointment as Registered Agent and agree to act in this capacity. It is further agreed to comply with the provisions of all statutes relating to the proper and complete performance of duties, further agree to accept the obligations of the position of Registered Agent.


ROSEMARIE RAMCHARITAR

6-29-95
DATE

(3) FURTHER RESOLVED, that the officers of this corporation named below, or any one of them, or their duly elected or appointed successors in the office hereby elect to accept the sale of corporate stock for the amount of \$21,000.00(US), to LARRY S. MARKS. This sale represents 2,500 shares of corporate stock or 33% interest in corporate business(s).

CERTIFICATION

I hereby certify that the foregoing is a true and correct copy of a resolutions regularly presented and adopted by the Board of Directors of TRAVEL PROFESSIONALS INTERNATIONAL, INC. at a meeting called and held at 1401 West Flagler Street Suite 210 Miami, Florida on the 21st of June, 1995 at which a quorum was present and voted, and that such resolution is a duly recorded in the minute book, of this corporation that the officer named in said resolution have been duly elected or appointed to, and are the present incumbents of, the respective offices set after their respective names and that signatures set opposite their respective names are their true and genuine signatures.


SECRETARY

(seal)

OFFICIAL CORPORATE SEAL
TRAVEL PROFESSIONALS INTERNATIONAL, INC.
FLORIDA 1995

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