

904-222-0171
TALLAHASSEE, FL 32301
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904-222-0393 FAX

800-342-8086



ACCOUNT NO. : 072100000032

REFERENCE : 569549 80992A

AUTHORIZATION :

COST LIMIT : 9 PPD

ORDER DATE : March 31, 1995

ORDER TIME : 1:42 PM

ORDER NO. : 569549

CUSTOMER NO: 80992A

CUSTOMER: Lewis G. Gordon, Esq
LEWIS G. GORDON, ESQ

Suite 700
1320 South Dixie Highway
Miami, FL 33146

800001445448
-03/31/95--01068--023
*****70.00 *****70.00

EFFECTIVE DATE

MAR 29 1995

DOMESTIC FILING

NAME: SUR AMERICA TRADE, INC.

XX ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
XX PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jennifer Moran

EXAMINER'S INITIALS:

T. BROWN APR - 3 1995

FILED
95 MAR 31 AM 10:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EFFECTIVE DATE

~~SEPTEMBER 1995~~
MAR 29 1995

ARTICLES OF INCORPORATION

OF

SUR AMERICA TRADE, INC.

FILED
95 MAR 31 AM 10:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber (s) of these Articles of Incorporation, each natural person competent to contract, hereby associates themselves to form a corporation under the laws of the State of Florida.

ARTICLE I - NAME

The name of this corporation is: SUR AMERICA TRADE, INC.

ARTICLE II - NATURE OF BUSINESS

This corporation is organized for the purpose of allowing it to engage in any facet of business dealing with any facet of tour operations and, in general, to carry on any other legal business whatsoever under the laws of the United States and the State of Florida.

ARTICLE III - GENERAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any times is:

NUMBER OF SHARES

100

PAR VALUE

\$1.00

ARTICLE IV - TERM OF DURATION

This corporation shall have perpetual existence, commencing on the date of execution and acknowledgement of these Articles.

ARTICLE V- CORPORATION'S ADDRESS

The initial address of the principal office of this corporation in the State of Florida shall be as follows:
1320 So. Dixie Highway, Suite 705, Coral Gables, Fl. 33146. The Board of Director (s) may from time to time move the principal office to any other address in the State of Florida and establish subsidiaries in any place within and without the United States.

ARTICLE VI - NUMBER OF DIRECTOR (s)

This corporation shall have four directors initially. The number of director (s) may be increased or diminished from time to time by the laws adopted by the stockholder (s) but shall never be less than one (1).

ARTICLE VII - INITIAL BOARD OF DIRECTOR (s)

The names and post office address (es) of the first Board of Director (s) who subject to the provisions of the Certificate of Incorporation, By-Laws and the corporation laws of the State of Florida, shall hold office for the first year of the corporations existence or until their successor (s) are elected and have qualified. These Director (s) and address (es) are:

NAME OF DIRECTOR (s)

William A. Florez

ADDRESS (es)

15659 S.W. 73 Circle Court
Apt. 511
Miami, FL 33193

Howard Varego

15659 S.W. 73 Circle Court
Apt. 511
Miami, FL 33193

Margarita Castro

1320 So. Dixie Hwy Ste 705
Coral Gables, FL 33146

Victor Ariza

1320 So. Dixie Hwy Ste 705
Coral Gables, FL 33146

ARTICLE VIII - INCORPORATOR

The name and address of the person(s) signing these Articles is:
William Florez.

ARTICLE IX - AMENDMENT

The Articles of Incorporation may be amended in the manner provided by the law. Every amendment shall be approved by the Board of Director (s) proposed by them to the stockholder (s) and approved at a stockholder (s) meeting by the majority of the stock entitled to vote thereon.

ARTICLE X- DESIGNATION OF REGISTERED AGENT

The following person is hereby named as Registered Agent for this corporation to be its agent and to accept service of process within the State of Florida at the below registered address:

REGISTERED AGENT
Lewis G. Gordon, Esq.,

ADDRESS
1320 So. Dixie Hwy., Suite 700
Coral Gables, FL 33146

ACKNOWLEDGMENT OF REGISTERED AGENT

Having been named to accept service of process for the following corporation: Sur America Trade, Inc., at the place designated in these articles. I hereby accept to act in this capacity and

agree to comply with the provisions of said act relative to keeping open said office.



LEWIS G. GORDON, ESQ.,
REGISTERED AGENT

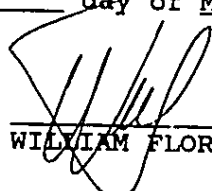
ARTICLE XI-BY LAWS

The power to adopt, alter, amend, or appeal by-laws shall be vested in the Board of Directors and the shareholders.

ARTICLE XII -INDEMNIFICATION

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

IN WITNESS WHEREOF, the undersigned subscriber has executed the Articles of Incorporation this 29th day of March, 1995.


WILLIAM FLOREZ

STATE OF FLORIDA)
COUNTY OF DADE)

I HEREBY CERTIFY, that on this day, before me, a notary public duly authorized to administer oaths and take acknowledgements personally appeared William Florez known to me to be the person described as subscriber in and who executed the foregoing Articles of Incorporation, who acknowledged before me that he subscribed to and executed the same, that I relied upon the following form of

identification of the above-named person; Florida Drivers License
and that an oath was taken.

WITNESS, my hand and official seal in the County and State last
aforesaid this 29 day of March, 1995.

My Commission Expires:


Notary Public

