

**P95000026197**

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.

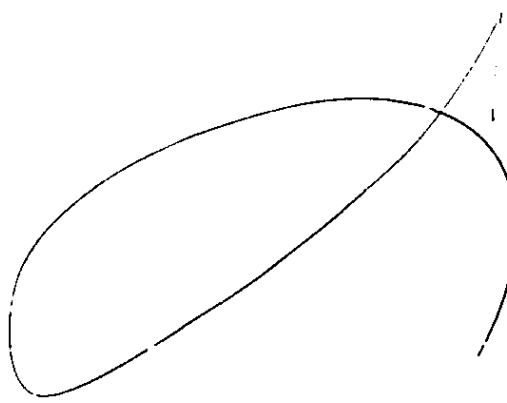
NAME: LANDMAR TOURS, INC.  
FAX AUDIT NUMBER: H95000003772  
DATE REQUESTED: 04/03/1996  
CERTIFIED COPIES: 1  
NUMBER OF PAGES: 0  
ESTIMATED CHARGE: \$122.50

CURRENT STATUS: REQUESTED  
TIME REQUESTED: 10:10:35  
CERTIFICATE OF STATUS: 0  
METHOD OF DELIVERY: FAX  
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ARTICLES OF INCORPORATION  
of

LANDMAR TOURS, INC.

WE, THE UNDERSIGNED, JORGE NAVARRETE AND EMILIO RODRIGUEZ associate ourselves together for the purpose of becoming a corporation under the Laws of the State of Florida, by and under the provisions of the Statutes of the State of Florida.

ARTICLE I

The name of this corporation shall be:

LANDMAR TOURS, INC.

ARTICLE II

The general nature of the business and the objects and purposes proposed to be transacted and carried on are to do any and all of the things mentioned, as fully and to the same extent as natural persons might or could do, viz:

- a. To engage in any legal business.
- b. In the purchase or acquisition of business rights of franchises, or for additional working capital, or for any other object in or about its business or affairs, and without limit as to amount, to incur debt, and to raise, borrow, and secure the payment of money in any lawful manner, including issue and sale of other disposition of bonds, warrants, debentures, obligations, negotiable and transferable instruments and evidence of all kinds, whether secured by mortgage, pledge, deed or trust otherwise.
- c. Generally to perform and make contracts of any kind and description and for the purpose of attaining any of the objects of the corporation, to do and perform any other acts or things, and to exercise any and all powers which a co-partnership or natural person could do and exercise, and which now are, or hereafter may be authorized by law and generally to do and perform any and all things necessary or incident to the performing and carrying out of the powers hereinabove specifically delegated or implied.

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Prepared by:  
Alfredo Sanchez, CPA  
5200 SW 8 St # 202A  
Miami, FL 33134  
305-445-9025

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### ARTICLE III

#### CAPITAL STOCK

The authorized capital stock of this corporation shall be divided into 100 shares of common stock at NON PAR value.

All said stocks shall be payable in cash, property, labor or services at a just valuation to be fixed by the Board of Directors at a meeting called for the purpose, or paid for, with the capital stock at a just valuation to be fixed by the Board of Directors at a meeting called for the purpose. None of the stockholders herein, or anyone who may become stockholders of this corporation, shall have or shall ever have pre-emptive rights in and to any authorized or un-issued stocks of this corporation until such time as an Amendment to the By-Laws may be passed. This provision is made pursuant to Florida Statute 608.42.

### ARTICLE IV

#### CAPITAL TO BEGIN BUSINESS

The amount of capital with which this corporation shall commence business shall be a minimum of ONE HUNDRED & NO/100 DOLLARS.

### ARTICLE V

#### CORPORATE EXISTING

This corporation shall exist perpetually unless sooner dissolved according to law.

### ARTICLE VI

#### PRINCIPAL PLACE OF BUSINESS

The principal place of business of said Corporation shall be 991 NORTH BARFIELD, STE 409, MARCO ISLAND, FLORIDA 33937 and with the privilege of having branch offices at other places within or without the State of Florida.

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# ARTICLE VII

The Resident Agent designated to accept service of process for the corporation shall be JORGE NAVARRETE.

# ARTICLE VIII

The number of Directors of this corporation shall be not less than ONE (1) nor more than FIVE (5).

# ARTICLE IX

## DIRECTORS

The names and addresses of the first Board of Directors of this corporation who shall hold office for the first year or until their successors are chosen, shall be:

NAME	ADDRESS
JORGE NAVARRETE	991 NORTH BARFIELD, SUITE #409 MARCO ISLAND, FL 33937
EMILIO RODRIGUEZ	7355 WEST 4TH AVENUE #309 HIALEAH, FL 33014
WP MANAGEMENT & INVEST. CORP.	14748 S.W. 56TH ST. STE. #136 MIAMI, FL 33185

# ARTICLE X

The name and address of the Officers of this corporation who shall hold office for the first year or until their successors are chosen shall be:

NAME	TITLE	ADDRESS
JORGE NAVARRETE	PRESIDENT	991 NORTH BARFIELD, STE #409 MARCO ISLAND, FL 33937
EMILIO RODRIGUEZ	VICE-PRESIDENT	7355 WEST 4TH AVENUE #309 HIALEAH, FL 33014

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## ARTICLE XI

The names and post office addresses of the subscribers and the number of shares each agree to take are:

NAME	ADDRESS	NUMBER OF SHARES
JORGE NAVARRETE	991 NORTH BARKFIELD #409 MARCO ISLAND, FL 33937	15
EMILIO RODRIGUEZ	7355 WEST 4TH AVENUE #309 HIALEAH, FL 33014	15
WP MANGMT & INVEST CORP	14748 S.W. 56TH ST. #136 MIAMI, FL 33185	70

## ARTICLE XII

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 48.091, Florida Statutes, the following is submitted:

First, that LANDMAR TOURS, INC. (name of the corporation desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at City of Miami, State of Florida, has name JORGE NAVARRETE OF 991 NORTH BARKFIELD, MARCO ISLAND, FLORIDA 33937 as its agent to accept services of process within Florida.

  
EMILIO RODRIGUEZ  
CORPORATE OFFICER

DATE: MARCH 22, 1995

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

*[Signature]*  
JORGE NAVARRETE

DATE: MARCH 22, 1995

## ARTICLE XIII

## ACKNOWLEDGEMENT

STATE OF FLORIDA )  
COUNTY OF DADE ) SS:

I HEREBY CERTIFY that on this 22TH day of MARCH, 1995 Personally appeared before me, the undersigned Notary Public in and for the State of Florida, JORGE NAVARRETE AND EMILIO RODRIGUEZ, parties to the foregoing Certificate of Incorporation, and each acknowledged that he or she did make, subscribe and acknowledge the foregoing Certificate as and for his or her voluntary act and deed, and that the facts herein set forth are true and correct as given under my hand and official seal, the day and year written at Miami, Dade County, Florida.

*[Signature]*  
Notary Public  
State of Florida at Large

My commission expires:

Subscribers:

*[Signature]*  
JORGE NAVARRETE, PRESIDENT

*[Signature]*  
EMILIO RODRIGUEZ, VICE PRESIDENT



DAFNARA CALVO  
My Commission CC-421122  
Expires Nov/20, 1996  
Bonded by HAI  
800-422-1565

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CLERK OF STATE  
TALLAHASSEE, FLORIDA

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ARTICLES OF MERGER  
Merger Sheet

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MERGING:

LANDMAR TOURS, INC., a Florida corporation, P95000026197

INTO

BOCA CASINO CRUISES, INC., a Florida corporation, P95000066336

File date: March 11, 1996

Corporate Specialist: Velma Shepard