

**P95000027269**

TO: DIVISION OF CORPORATIONS  
DEPARTMENT OF STATE  
STATE OF FLORIDA  
409 EAST GAINES STREET  
TALLAHASSEE, FL 32399  
FAX: (904) 922-4000

FROM: EMPIRE CORPORATE KIT COMPANY  
1492 W FLAGLER ST  
SUITE 200  
MIAMI FL 33135- 33401-0000  
CONTACT: RAY STORMONT  
PHONE: (305) 541-3694  
FAX: (305) 541-3770

DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.  
NAME: MELIA ( AMERICA ) INC.  
FAX AUDIT NUMBER: H95000003915  
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ARTICLES OF INCORPORATION  
OF  
MELTA (AMERICA) INC.

**ARTICLE I**  
**NAME**

The name of this Corporation shall be: Mellin (America) 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 C. ALONSO, ESQ. (Bar No. 275670)  
JULIO C. ALONSO P.A.  
888 Ponce de Leon Blvd.  
Suite 1840  
Coral Gables, Florida 33134  
305-441-9900

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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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**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 MELIA (AMERICA) 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.

*Julio C. Alonso*  
SUBSCRIBER  
Dated: April 5, 1995

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

*Julio C. Alonso*  
RESIDENT AGENT  
Dated: April 5, 1995

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Julio C. Alonso

100 N.W. DOUGLAS ROAD (37th AVENUE)  
SUITE 600  
Miami, Florida 33126  
Telephone (305) 849-7000  
Facsimile (305) 849-7070

December 30, 1996

Division of Corporation  
P.O. Box 6327  
Tallahassee, Fl. 32314

RE: Articles of Amendment  
Melia (America), Inc.

800002043948--7  
-01/03/97--01024--003  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

Dear Sir or Madam:

Enclosed you will original Articles of Amendment and our check numbered 1816 in the sum of \$35.00 for filing said articles, on the above captioned corporation.

Should you have any questions do not hesitate to contact the undersigned.

Sincerely,

*Julio C. Alonso*  
Julio C. Alonso, Esq.

JCA/nbg  
Enc.

97 JAN -2 PM 12:05  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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*1000*  
*1-10*

ARTICLES OF AMENDMENT  
OF  
MELIA (AMERICA) INC.

ARTICLE I of the Articles of Incorporation of MELIA (AMERICA) INC., a Florida Corporation which was filed on April 6, 1995 is hereby amended to read as follows:

ARTICLE I

The name of this Corporation shall be: **MELIA TRAVEL INTERNATIONAL, INC.**

The foregoing amendment was adopted by the Shareholders of this Corporation on December 23, 1996.

IN WITNESS WHEREOF, the undersigned President and Secretary of this Corporation have executed these Articles of Amendment on December 23, 1996.

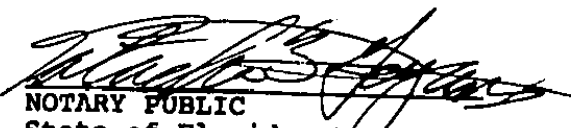
  
ADRIAN T. GILBERT, President

  
RENE DAGO, Secretary

STATE OF FLORIDA  
COUNTY OF DADE

BEFORE ME, the undersigned authority personally appeared Adrian T. Gilbert as President and Rene Dago, as Secretary, known to me to be the persons who executed the foregoing Articles of Amendment and they acknowledge before me that they executed those Articles of Amendment for the purposes therein stated.

IN WITNESS WHEREOF, I have hereunto set my hand and seal on December 23, 1996.

  
NOTARY PUBLIC  
State of Florida at Large



97 JAN -2 PM 12:06  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA