

ARTICLES OF INCORPORATION

OF

TELE-TRAVEL EXPORT, INC.

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE I

The name of the Corporation is TELE-TRAVEL EXPORT, INC.

ARTICLE II

The term of existence of the Corporation is perpetual.

ARTICLE III

The Corporation may transact any and all lawful business for which corporations may be incorporated under the Florida Business Corporation Act.

ARTICLE IV

The aggregate number of shares which the Corporation has authority to issue is One Hundred (100), all of which shall be common shares having a par value of One Dollar (\$1.00) per share.

ARTICLE V

Each shareholder of any class of stock of this Corporation shall be entitled to full preemptive rights to purchase un-issued or treasury shares of the Corporation and any securities of the Corporation convertible into or carrying a right to subscribe to or to acquire shares of any such un-issued or treasury shares.

ARTICLE VI

The street address of the initial registered office of the Corporation is:

300 S.W. 107th Avenue, Suite 103
Miami, Florida 33174

The name of the registered agent of such address is:

Ruby Lopera

FILED
MAR 10 1963
STATE OF FLORIDA
CORPORATION DIVISION

ARTICLE VII

The initial address of the principal office of the Corporation in the State of Florida is:

300 S.W. 107th Avenue, Suite 103
Miami, Florida 33174

ARTICLE VIII

The initial Board of Directors of the Corporation shall be Two (2) directors. The number of directors may be increased or diminished from time to time in accordance with the bylaws adopted by the shareholders.

ARTICLE IX

The name and address of the first Board of Directors of the Corporation, who shall hold office for the first year, or until their successors are chosen, are :

Ruby Lopera
210 174th Street, Apt. 2201
N. Miami Beach, Florida 33160

Lilliana Castillo
10818 S.W. 72nd Street, #152
Miami, Florida 33173

ARTICLE X

The names and addresses of the Officers of the Corporation who shall hold office for the first year, or until their successors are chosen by the Board of Directors in accordance with the bylaws, are:

Ruby Lopera
210 174th Street, Apt. 2201
N. Miami Beach, Florida 33160

President, Secretary

Lilliana Castillo
10818 S.W. 72nd Street, #152
Miami, Florida 33173

VicePresident, Treasurer

ARTICLE XI

The name and address of the sole incorporator of this Corporation is:

Ruby Lopera
210 174th Street, Apt. 2201
N. Miami Beach, Florida 33160

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 607.0501, 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.

1. The name of the corporation is:

TELE-TRAVEL EXPORT, INC.

2. The name and address of the registered agent is:

Ruby Lopera
300 S.W. 107th Avenue, Ste. 103
Miami Florida 33174

SIGNATURE: _____

TITLE: _____

DATE: _____

[Handwritten Signature]
[Handwritten Title: President]
[Handwritten Date: 4-6-94]

APR 10 1994
STATE OF FLORIDA
SECRETARY OF STATE

CERTIFICATE OF ACCEPTANCE
OF APPOINTMENT AS REGISTERED AGENT

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 hereby accept the appointment as registered agent and agree to act 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.

SIGNATURE: _____

DATE: _____

[Handwritten Signature]
[Handwritten Date: 4-6-94]

ACCOUNTING

BOOKS & SUPPLIES

PAID SERVICES

CORPORATION

10651 North Kendall Drive, Suite #201, Miami, FL 33176

FAX (305) 273-8533

Phone (305) 273-8588

May 29, 1995

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

400001508174
-06/08/95--01033--008
*****35.00 *****35.00

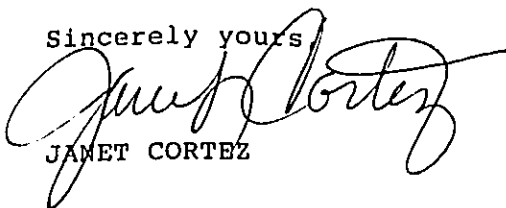
Subject: Tele-Travel Export, Inc.

Enclosed please find an original and two (2) copies of Amendments to the Articles of Incorporation of the above corporation and a check in the amount of \$35.00 to cover the Filing Fee.

FROM:

JANET CORTEZ
10651 N. KENDALL DR., STE. 201
MIAMI, FL 33176

Sincerely yours,


JANET CORTEZ

FILED
95 JUN -7 PM 2:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AMEND
EX-15
6-15

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF**

TELE-TRAVEL EXPORT, INC.
(present name)

Pursuant to the provisions of section 607.1006, Florida Statutes, this corporation adopts the following articles of amendment to its articles of incorporation:

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

Article IX - See Attached.

Article X - See Attached.

Article XII - See Attached.

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

THIRD: The date of each amendment's adoption: May 19, 1995.

FOURTH: Adoption of Amendment(s) (check one)

- The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.
- The amendment(s) was/were approved by the shareholders through voting groups.

The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):

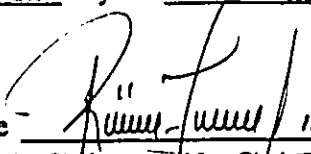
"The number of votes cast for the amendment(s) was/were sufficient for approval by _____."
(voting group)

- The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.
- The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

(continued)

FILED
95 JUN -7 PM 2:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Signed this 19th day of May, 19 95.

Signature  President
(By the Chairman or Vice-Chairman of the Board of Directors,
President or other officer if adopted by the shareholders)

OR

(By a director if adopted by the directors)

OR

(By an incorporator if adopted by the incorporators)

Ruby Lopera
Typed or printed name

President; Incorporator
Title

TELE-TRAVEL EXPORT, INC.

FIRST: Amendment(s) adopted: The following articles shall be changed to read:

ARTICLE IX

The name and address of the First Board of Directors of the Corporation, who shall hold office for the first year, or until their successors are chosen, are:

Ruby Lopera
210 174th Street, Apt. 2201
N. Miami Beach, Florida 33160

Claudia Alvarez
210 174th Street, Apt. 2201
N. Miami Beach, Florida 33160

FILED
95 JUN -7 PM 2:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE X

The names and addresses of the Officers of the Corporation who shall hold office for the First year, or until their successors are chosen by the Board of Directors in accordance with the bylaws, are:

Ruby Lopera President, Secretary
210 174th Street, Apt. 2201
N. Miami Beach, Florida 33160

Claudia Alvarez Vice-President, Treasurer
210 174th Street, Apt. 2201
N. Miami Beach, Florida 33160

ARTICLE XII

The names and addresses of the subscribers to these Articles of Incorporation and the number of shares of common stock they agree to take are:

Ruby Lopera 50% or 50 Shares
210 174th Street, Apt. 2201
N. Miami Beach, Florida 33160

Claudia Alvarez 50% or 50 Shares
210 174th Street, Apt. 2201
N. Miami Beach, Florida 33160