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LOVERING & VANCE

ATTORNEYS AT LAW
200 Brevard Avenue
Cocoa, Florida 32922

Lealand L. Lovering
L. Alexander Vance

Telephone: (407) 636-4861
Facsimile: (407) 636-4865

May 10, 1995

Corporate Records Bureau
Division of Corporations
Department of State
P.O. Box 6327
Tallahassee, FL 32301

EFFECTIVE DATE

5-10-95

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-05/12/95--01082--019
****122.50 ****122.50

RE: DOS OCEANOS TOURS, INC.

Dear Sirs:

Enclosed herewith please find the Articles of Incorporation on the above captioned corporation, Dos Oceans Tours, Inc., for filing with your office along with a duplicate copy for certification and our check in the amount of \$122.50 to cover the following:

Filing Fees.....	\$ 35.00
Certified copy of Articles.....	52.50
Registered Agent Designation.....	<u>35.00</u>
	\$122.50

We would appreciate it if you would return a certified copy of the Articles to this office. Thank you for your assistance in this matter. If you have any further questions, please do not hesitate to contact me.

Yours very truly,


L. ALEXANDER VANCE

LAV/cam
Enclosures

FILED
95 MAY 12 AM 8:25
TALLAHASSEE, FLORIDA

D. BROWN MAY 15 1995

EFFECTIVE DATE
5-10-95

ARTICLES OF INCORPORATION
OF
DOS OCEANOS TOURS, INC.

FILED
95 MAY 12 AM 8:25
TALLAHASSEE, FLORIDA

The undersigned subscriber of these Articles of Incorporation hereby execute the same for the purpose of becoming a corporation under the laws of the State of Florida providing for the formation, liability, rights, privileges and immunities of a corporation for profit.

ARTICLE I

The name of this corporation shall be: DOS OCEANOS TOURS, INC.

ARTICLE II

The general nature of the business to be transacted by this corporation shall be and is as follows:

To conduct, carry on, operate and engage in the business of travel and vacation planning.

To acquire, by purchase, lease, manufacture or otherwise, any personal property deemed necessary or useful in the equipment, furnishing, improvement, development or management of any property, real or personal, at any time owned or held by this corporation.

To buy and sell all kinds of property, both real and personal, to borrow money, issue promissory notes and other evidence of indebtedness, to own, buy, mortgage, sell or otherwise dispose of and to deal in and with property of all kinds as well as capital stock and shares of this corporation and that of other corporations, and to vote any share of such other corporation as may be owned by it, the same as a natural person might do and to enter into such agreements, contracts and stipulations and make such arrangements as may be or seem necessary to carry out the same, and to attain the objects and purposes herein expressed and intended, and to transact any further and other business necessarily connected with the purposes of this corporation or calculated to facilitate the same.

To become a member of and enter into any partnership or joint venture agreement for sharing profits with any person, firm or corporation.

To carry on any or all of its operations and businesses and to promote its objects within the State of Florida or elsewhere, without restriction as to place or amount, and to have, use, exercise and enjoy all of the general powers of like corporations.

To do any or all of the things herein set forth to the same extent as natural persons might or could do, and in any part of the world as principals, agents, contractors, or otherwise, alone or in a company with others and to do and perform all such other things and acts as may be necessary, profitable or expedient in carrying on any of the business or acts above-named.

To engage in or carry on any business activity or commercial enterprise which is lawful under the laws of the State of Florida, and the laws of the United States of America.

The intention is that none of the objects and powers as hereinabove set forth, except where otherwise specified in this Article shall be in anywise limited or restricted by reference to or inference from the terms of any other objects powers or clauses of this Article or any other Article in this Certificate, but that the objects and powers specified in each of the clauses in this Article shall be regarded as independent objects and powers.

ARTICLE III

The maximum number of shares of capital stock that this corporation is authorized to have outstanding at any one time is One Thousand (1000) shares of common stock of One Dollar (\$1.00) par value; all that are issued to be fully paid and exempt from assessment. Each shareholder, upon the sale for cash or any other consideration of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issue of fractional shares) at the price at which it is offered to others.

The capital stock may be paid for in cash, property, labor or services, the value of which property, labor or services shall be fixed by the Directors in the manner provided for by the Florida Statutes.

ARTICLE IV

The amount of capital with which this corporation shall begin business will be not less than Five hundred Dollars (\$500.00).

ARTICLE V

This corporation is to have perpetual existence, and shall commence existence on the date of subscription, May 10, 1995, as is authorized by Florida Statute 607.167.

ARTICLE VI

The principal office of this corporation shall be 317 Riveredge Plaza, Cocoa, Florida 32922.

ARTICLE VII

The initial registered agent of this corporation shall be Mark S. Buchanan, and the registered office shall be 317 Riveredge Plaza, Cocoa, Florida 32922.

ARTICLE VIII

The number of Directors shall be not less than one (1) but no more than five (5).

ARTICLE IX

The name and post office address of the first Board of Directors and Officers, who, subject to the provisions of the Articles of Incorporation and the By-Laws of the corporation and the first year of the corporation's existence, or until their successors are elected and have qualified are:

NAME AND ADDRESS	OFFICE
Mark S. Buchanan 317 Riveredge Plaza Cocoa, Florida 32922	Director, President, Vice President, Secretary and Treasurer

ARTICLE X

The name and post office address of the subscriber to these Articles of Incorporation, and the number of shares he agrees to take, are as follows, to wit:

NAME AND ADDRESS	SHARES
Mark S. Buchanan 317 Riveredge Plaza Cocoa, Florida 32922	1000

The proceeds of the stock subscribed for will be at least as much as the amount necessary to begin business.

ARTICLE XI

The corporation may, in its By-Laws, confer powers upon its Board of Directors or Officers, in addition to the foregoing and in addition to the powers authorized and expressly conferred by statute.

The corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.

I, MARK S. BUCHANAN, being the original subscriber to the capital stock hereinabove named for the purpose of forming a corporation for profit to do business both within and without the State of Florida, do hereby make, subscribe, acknowledge and file this Certificate, hereby declaring and certifying that the facts herein stated are true and do agree to take the number of shares of stock hereinabove set forth, accordingly I have hereunto set my hand and seal this

8 day of MAY, 1995.


MARK S. BUCHANAN


STATE OF FLORIDA)
COUNTY OF BREVARD)

The foregoing Articles of Incorporation were acknowledged before me this 8 day of MAY, 1995, by MARK S. BUCHANAN.

(SEAL)
MY COMMISSION EXPIRES:



DEBORAH LYNN FRECK
MY COMMISSION # CC450988 EXPIRES
APRIL 5, 1999
BONDED THRU TROY FARM INSURANCE, INC


Notary Public
DEBORAH L. FRECK
Printed Name
State of Florida at Large

FILED
95 MAY 12 AM 8:25
TALLAHASSEE, FLORIDA

DOMICILE FOR THE SERVICE OF PROCESS WITHIN THE
STATE OF FLORIDA, NAMING AGENT UPON
WHO PROCESS MAY BE SERVED

In pursuant of Chapter 49.091, Florida Statutes, the following is submitted, in compliance with this Act:

FIRST: That DOS OCEANOS TOURS, INC., desires to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, at 317 Riveredge Plaza, Cocoa, Florida 32922, has named Mark S. Buchanan whose address is 317 Riveredge Plaza, Cocoa, Florida 32922, as its agent to accept service of process within this State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above-stated corporation, at the place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.


MARK S. BUCHANAN
Resident Agent

P95000038055

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

July 23, 1996

Corporate Records Bureau
Division of Corporation
Department of State
P.O. Box 6327
Tallahassee, FL 32301

RE: Dos Oceanos Tours, Inc.

Gentlemen:

Enclosed herewith please find an original and one copy of the necessary documents to dissolve the above named corporation.

1. Articles of Dissolution; and
2. Check for \$35.00 payable to the Secretary of State.

Kindly file the original and time stamp the copy and return to this office in the self addressed stamped envelope provided for your convenience.

If you have any questions, please do not hesitate to give me a call (407) 631-0070 ext. 102.

Yours very truly,

Deborah L. Freck

Deborah L. Freck
Executive Assistant

DLF/jag
Enclosure(s)

96 AUG -8 PM 1:53
APPROVED
AND
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Handwritten notes and signatures:
P95000038055
T. J. [unclear]
8/3/96

ARTICLES OF DISSOLUTION

COMES NOW, DOS OCEANOS TOURS, INC., a Florida Corporation and files this its Articles of Dissolution with the Department of State for the State of Florida and affirmatively sets forth the following:

1. That the name of the Corporation is Dos Oceanos Tours, Inc.
2. That on the 1 day of April, 1996, pursuant to the recommendation of the Board of Directors of the Corporation as is authorized by Florida Statute 607.140, the shareholders of the Corporation adopted a resolution authorizing the dissolution of the Corporation.
3. The motion for Dissolution of the Corporation was carried unanimously by a vote of all shareholders of the Corporation.
4. That these Articles of Dissolution are effective as of the date subscribed herein below.

DATE: 8-3-96

WITNESSES:

Jennifer A. Gray
Deborah L. Freck

Mark S. Buchanan
MARK S. BUCHANAN
PRESIDENT

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

56 AUG -8 PM 1:53

APPROVED
AND
FILED

The foregoing instrument was acknowledged before me this 1 day of April, 1996 by Mark S. Buchanan, President and Secretary of Dos Oceanos Tours, Inc., who is personally known to me and who did take an oath.

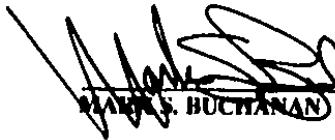
Deborah L. Freck
NOTARY PUBLIC
MY COMMISSION EXPIRES:



DEBORAH LYNN FRECK
MY COMMISSION # CC450988 EXPIRES
April 5, 1999
BONDED THRU TROY FAIR INSURANCE, INC.

**WAIVER OF NOTICE OF SPECIAL MEETING
OF SHAREHOLDERS**

I, the undersigned representing all of the shareholders of Dos Oceans Tours, Inc.
do hereby Waive notice of the Special Meeting of the Shareholders held the 1 day of April,
1996 at the office of L. Alexander Vance, Attorney at Law, 200 Brevard Avenue, Cocoa,
Florida 32922.


MARK S. BUCHANAN

SECRETARY OF STATE
TALLAHASSEE
FLORIDA

95 AUG -8 PM 1:53

APPROVED
AND
FILED

CERTIFICATE OF SHAREHOLDERS ACTION

THE UNDERSIGNED, being this Secretary of Dos Oceanos Tours, Inc., a Florida Corporation does hereby certify that on April 1, 1996 a meeting of all of the shareholders of the Corporation was held at which time the recommendation of the Board of Directors for dissolution of the Corporation was read to the shareholders.

THE UNDERSIGNED Secretary of the Corporation does hereby certify that a Motion was carried unanimously to adopt the recommendation of the Board of Directors and the Motion made and duly seconded by the shareholders that the Corporation be dissolved immediately.

THE CORPORATION'S attorney was directed to prepare Articles of Dissolution for submission to the Officers for signature.

IN WITNESS WHEREOF, the undersigned have set his hand this 1 day of April, 1996.


MARK S. BUCHANAN
SECRETARY

The foregoing instrument was acknowledged before me this 1 day of April, 1996 by Mark S. Buchanan who is personally known to me and who did take an oath and attest to the fact that the contents of the Certificate were accurate and correct.


NOTARY PUBLIC
MY COMMISSION EXPIRES:



DEBORAH LYNN FRECK
MY COMMISSION # CC450988 EXPIRES
April 5, 1999
BONDED THRU TROY FAIR INSURANCE, INC.

RESOLUTION OF THE BOARD OF DIRECTORS
RECOMMENDING DISSOLUTION OF THE CORPORATION

COME NOW, the undersigned, being all of the Directors of Dos Océanos Tours, Inc.,
a Florida Corporation and recommend pursuant to Florida Statute 607.1402 to the shareholders
of the said Corporation that the said Corporation be dissolved pursuant to Florida law and
base such recommendation on the following:

1. That the Corporation has ceased to do business and it serves no further purpose
to continue the existence of the Corporation.

WHEREFORE, each of the Directors have affixed his or her name hereunder
subscribing to this recommendation, this 1 day of April, 1996.


MARK S. BUCHANAN
DIRECTOR, PRESIDENT, SECRETARY,
AND TREASURER