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EVA M. AREIAS
2635 S.W. 25th Avenue
Miami, Florida 33133

May 17, 1995

Secretary of State of Florida
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

200001493582
-05/18/95--01084--012
****122.50 ****122.50

Re: ALL ABROAD, INC.

Dear Sir or Madam:

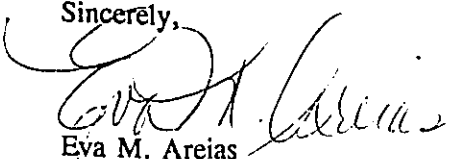
Enclosed for filing with the Department of State are Articles of Incorporation for the above captioned corporation.

Also enclosed is my check in the amount of \$122.50 for the required filing and certified copy fees.

Please return the certified copy in the enclosed self-addressed, stamped envelope.

Should you have any questions, please feel free to contact me at (305) 577-3129.

Sincerely,


Eva M. Areias

Enclosures

FILED
MAY 18 PM 4:04

SAS
5/19/95

FILED

95 MAY 18 PM 4:06

ARTICLES OF INCORPORATION
OF
ALL ABROAD, INC.

In compliance with the requirements of Chapter 607 of the Florida Statutes (the "Florida Business Corporation Act"), the undersigned, being a natural person, does hereby act as an incorporator in adopting and filing the following Articles of Incorporation for the purpose of organizing a business corporation.

ARTICLE I

NAME

The name of the corporation (hereinafter called the "Corporation") is ALL ABROAD, INC.

ARTICLE II

DURATION

The duration of the Corporation shall be perpetual.

ARTICLE III

PURPOSE

The purposes of the Corporation, until such time as these Articles of Incorporation are amended pursuant to the provisions of the Florida Business Corporation Act, shall be to engage in any activities and business permitted under the laws of the United States and the State of Florida.

ARTICLE IV

PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office and mailing address of the Corporation shall be:

c/o Maria D. Areias
7555 - 46th Avenue, North
St. Petersburg, Florida 33709

ARTICLE V

CAPITAL STOCK

The maximum number of shares which the Corporation is authorized to issue is 1,000 shares, all of which shall be Common Stock, having a par value of \$1.00 per share. All shares of Common Stock shall be identical with each other in every respect and the holders thereof shall be entitled to one vote for each share on all matters on which shareholders have the right to vote.

ARTICLE VI

RESIDENT OFFICE AND AGENT

The street address of the Corporation's initial registered office shall be c/o 7555 - 46th Avenue, North, St. Petersburg, Florida 33709, and the initial registered agent for the Corporation at that address shall be Maria D. Areias.

ARTICLE VII

INITIAL BOARD OF DIRECTORS

The number of directors constituting the initial Board of Directors of the Corporation shall be one (1).

ARTICLE VIII
INCORPORATOR

The name and street address of the person signing these Articles of Incorporation are:

Name

Address

Eva M. Areias

c/o 2635 S.W. 25th Avenue
Miami, Florida 33133

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 17th day of May, 1995.

By: 

Name: Eva M. Areias

Title: Director

ACCEPTANCE OF APPOINTMENT BY REGISTERED AGENT

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in the Articles of Incorporation, the undersigned corporation hereby accepts the appointment as registered agent and agrees to act in this capacity. The undersigned corporation further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and it is familiar with, and accepts the obligations of, its position as registered agent.

DATED this 17 day of May, 1995.

By: Maria D. Areias
Name: Maria D. Areias
Title: Registered Agent

5/17/95