

BARRY L. MILLER  
Attorney at Law

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Orlando, Florida

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Mailing address:  
P.O. Box 1966  
Orlando, FL 32802

June 8, 1995

**P95000046243**

Secretary of State  
State of Florida  
P.O. Box 6327  
Tallahassee, FL 32314

800001510248  
-06/09/95--01092--011  
\*\*\*\*122.50 \*\*\*\*122.50

Re: Bian Tours, Inc.

Gentlemen:

Enclosed please find the original and one copy of the Articles of Incorporation for the above corporation. Please file same and return your certificate with one copy of the Articles time stamped from your office.

Thank you for your time and cooperation in this matter.

Very truly yours,

  
Barry L. Miller  
Attorney at Law

BLM/mda

**FILED**  
95 JUN -9 PH 4:16  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*Dmc*  
*6-14-95*

FILED

ARTICLES OF INCORPORATION

FOR

Bian Tours, Inc.

95 JUN -9 PH 4:16

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

WE, the undersigned hereby associated ourselves together for the purpose of becoming a corporation under and by virtue of the laws of the State of Florida, by and under the provisions of the statutes of the State of Florida, providing for the formation, liability, rights, privileges and immunities of a corporation for profit.

ARTICLE I

CORPORATE NAME

The name of this corporation shall be :  
Bian Tours, Inc.

ARTICLE II

NATURE OF BUSINESS AND POWERS

The objects and purposes of this corporation and the general nature of the business or businesses to be transacted shall be as follows:

1. To primarily engage in the business as a travel agency without limitation.
2. To engage in any and all business permitted under the laws of the State of Florida.
3. To make and enter into all contracts necessary and proper for the conduct of its business or businesses.
4. To borrow money of any person, firm or corporation, to issue bonds, debentures, or obligations of this corporation from time to time for any of the objectives or purposes of the corporation and to secure same by mortgage, pledge or by any other lawful means.
5. To have offices, conduct its business and to promote its objectives within or out of the State of Florida, and other states, the District of Columbia, the territories and possessions of the United States and in foreign countries without restrictions as to place or amount.
6. To do any and all things necessary, suitable and proper to the accomplishment of any of the purposes or for the attainment of any of the objectives or for the exercise of any of the powers herein set forth, whether specified or not, either along or in connection with other firms, individuals or corporations whether in the State of Florida, or throughout the United States, or elsewhere, and to do any other act or acts, things or things identical or pertinent to or connected with the business herein before described, or in any part or parts thereafter, if not inconsistent with the laws of the State of Florida.

7. In general, this corporation shall have and exercise all the powers conferred by the laws of the State of Florida upon corporations for profit. It is hereby expressly provided that the foregoing enumeration of specific powers shall not be held to limit or restrict in any manner.

ARTICLE III  
TERMS OF EXISTENCE

This corporation shall have perpetual existence.

ARTICLE IV  
CAPITAL STOCK

The capital stock of the corporation shall consist of 7,500 shares of common stock with par value of \$1.00.

ARTICLE V  
ADDITIONAL CAPITAL

The corporation shall commence business with adequate capitalization.

ARTICLE VI  
REGISTERED AGENT & INITIAL REGISTERED OFFICE

The Registered Agent and the street address for the Initial Registered office of this corporation in the State of Florida shall be:

Dwight B. Kleine, 2299 S. Kirkman Road #327, Orlando, FL 32811

The Board of Directors, from time to time, may move the Registered office to any other address in the State of Florida.

ARTICLE VII  
CORPORATE PRINCIPLE OFFICE

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

2299 S. Kirkman Road #327, Orlando, FL 32811

ARTICLE VIII  
BOARD OF DIRECTORS

The business of the corporation shall be conducted by a Board of not less than one (1) director. The name and address of the initial directors are as follows:

Dwight B. Kleine and Ilka Krause, 2299 S. Kirkman Road #327, Orlando, FL 32811.

The number of directors may be increased or diminished from time to time by the by laws adopted by the stockholders, but shall never be less than one (1).

#### ARTICLE IX OFFICERS

The officers of the corporation shall be a President, one or more Vice Presidents, a Secretary and a Treasurer. The number of Vice Presidents may be fixed and determined by the Board of Directors from time to time. Until the first meeting of the Board of Directors, or until their successors are elected and have qualified, the following shall be the first officers of the corporation:

President/Treasurer: Dwight B. Kleine  
Secretary/ Vice-President: Ilka Krause

#### ARTICLE X INCORPORATORS

The name and street address of the person signing these Articles of Incorporation as the incorporator is:

Dwight B. Kleine, 2299 S. Kirkman Road #327, Orlando, FL 32811.

#### ARTICLE XI ANNUAL MEETING

The annual meeting of the stockholders shall be held in the first week of January of each year or at such time as may be fixed by the by-laws, at which time the Board of Directors shall be elected and such other business as may properly come before the meeting may be considered and transacted.

The Officers of the corporation shall be elected annually by the Board of Directors at a meeting of the Board of Directors to be held annually immediately following the annual stockholders meeting.

The time, place, and manner of calling meetings of the stockholders and Directors shall be fixed by the by-laws of the corporation. The Board of Directors may provide for the election of and prescribe the duties of each of the officers and agents as the Board may deem advisable and proper and to take such action not inconsistent with the Articles of Incorporation and the laws of the State of Florida, as such Board may deem advisable for the conduct and operation of the business of the corporation.

The Board of Directors shall appoint a Registered Agent as required by the laws of the State of Florida.

ARTICLE XII  
LIABILITY

The highest amount of liability to which this corporation can, at any time, subject itself, shall be unlimited.

ARTICLE XIII  
PRE-EMPTIVE RIGHTS

The Shareholders of this corporation shall have a pre-emptive right to acquire unissued or treasury shares of the corporation convertible into or carrying a right to subscribe or acquire shares as issues by this corporation.

ARTICLE XIV  
SPECIAL MEETING


A special meeting of the incorporators and the Board of Directors shall be held on the call of the President, for the purpose of completing the organization of the corporation and the adoption of the by-laws and the transaction of such other business as may come before the meeting.

ARTICLE XV  
AMENDMENT

These Articles of Incorporation may be amended in the manner provided in the by-laws. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders meeting by at least a majority of the stock entitled to vote, unless all of the Directors and all of the Shareholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation are to be made.

IN WITNESS HEREOF, the undersigned, as incorporator, has executed the foregoing Articles of Incorporation on this 8 day of June, 1995.

STATE OF FLORIDA )  
COUNTY OF ORANGE )  
BEFORE ME, Notary Public, personally appeared  
Dwight B. Kleine who is personally known by the  
undersigned notary/or provided the following identification  
N/A and was sworn to and subscribed before  
me this 18 day of June, 1995.

  
Notary Public  
My Commission Expires:



OFFICIAL SEAL  
MARK ALFORD  
My Commission Expires  
Dec. 16, 1995  
Comm. No. CC 168104

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE  
SERVICE OF PROCESS FOR THIS STATE NAMING THE AGENT UPON WHOM  
PROCESS MAY BE SERVED.

Pursuant to chapter 48.09, Florida Statutes, the following is  
submitted in compliance with said act:

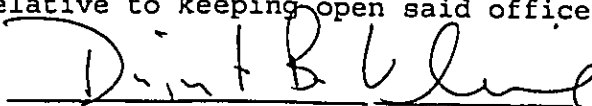
THAT Bian Tours, Inc. desiring to organize under the laws of the  
State of Florida, with its principal office as indicated in the  
Articles of Incorporation at the City of Orlando, County of Orange,  
State of Florida, has named:

Dwight B. Kleine, 2299 S. Kirkman Road #327, Orlando, FL 32811

as its agent to accept service of process within the State.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above stated  
corporation, at a 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.

  
Dwight B. Kleine

P95000046243

ARMANDO PAYAS  
ARMANDO R. PAYAS  
CARLOS E. PAYAS

Interim  
RITA HARRELL  
MARIA J. MALDONADO  
DONNA L. MILLER  
CARMEN S. PEÑA

Legal Assistants  
ALBA B. PAYAS  
PAULA V. MORRIS

1018 East Robinson Street  
Orlando, Florida 32801-2024  
Telephone (407) 425-7223  
Facsimile (407) 425-1254

August 30, 1995

Ms. Beth Register  
Division of Corporations  
Department of State  
P.O. Box 6327  
Tallahassee, Florida 32314

Attention: Division of Corporation  
Document Filing Section

Re: Articles of Dissolution  
Bian Tours, Inc.

Dear Ms. Register:

Pursuant to our telephone conversation of last week, I am enclosing with this letter the original and a certified copy of the Articles of Dissolution of Bian Tours, Inc.

Please be advised that these Articles of Dissolution will dissolve Bian Tours, Inc., filed on June 9, 1995. The corporation filed under the same name on June 26, 1995 shall remain in effect.

I would appreciate your forwarding to my office the certified copy of the Articles of Incorporation of Bian Tours, Inc., filed on June 26, 1995.

Thank you for your assistance in this matter.

Sincerely,

  
Armando Payas

Ap7ab  
Enc.

Two corps with the name of BIAN TOURS, INC. were formed. BIAN TOURS, INC., filed 6/9/95 is being dissolved at no charge due to the fact that both corps were filed. - sp

Dissolution

FILED  
95 SEP -5 AM 11:15  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

July 18, 1995

Dwight Kleiner  
6900 S Orange Blossom Trail  
Suite 302  
Orlando, FL 32809

SUBJECT: BIAN TOURS, INC.  
DOCUMENT NUMBER: P95000049964

Dear Mr. Kleiner:

This is to advise you that through error, your corporation, under the name of **BIAN TOURS, INC.** was filed on June 26, 1995. We already have a corporation that was filed on June 9, 1995, **BIAN TOURS, INC.**

Therefore, because of the similarity of names, it is requested that you amend your name to make it distinguishable from the earlier filed entity. I have enclosed guidelines for your convenience in preparing the amendment. There will be no fee charged for filing this amendment.

Please return the amendment to my attention or send a copy of this letter so that the amendment section will be aware that there will be no charge.

I apologize for this inconvenience and trust that you will get the amendment properly filled out and returned to my attention as quickly as possible so that we can get our records corrected.

Sincerely,

*Terri Buckley*

Terri Buckley, Document Specialist  
Division of Corporations  
PO Box 6327  
Tallahassee, FL 32314  
(904) 487-6878

*NOCHARGE!*



95 SEP -5 AM 11:15  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

### ARTICLES OF DISSOLUTION

Pursuant to 607.1401, Florida Statutes, this Florida profit corporation submits the following articles of dissolution.

FIRST: The name of the corporation is BIAN TOURS, INC.

SECOND: The articles of incorporation were filed on June 9, 1995.

THIRD: The corporation has not commenced business.

FOURTH: No debt of the corporation remains unpaid.

FIFTH: The net asset of the corporation remaining after winding up have been distributed to the shareholders, if shares were issued.

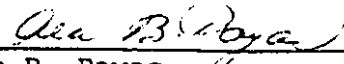
SIXTH: Adoption of Dissolution: A majority of the incorporators authorized the dissolution.

SIGNED this 28th day of August, 1995

  
Dwight B. Kleine

STATE OF FLORIDA  
COUNTY OF ORANGE

The foregoing Articles of Dissolution were acknowledged before me this 28th day of August, 1995, by DWIGHT B. KLEINE, who has produced his Florida Driver License as identification, who did not take an oath and who executed the foregoing Articles of Dissolution.

  
Alba B. Payas  
Notary Public  
My Commission expires  
April 17, 1997

