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June 5, 1995

Corporate Records Bureau
Department of State
P.O. Box 6327
Tallahassee, Florida 32314

Attention: Division of Corporation
Document Filing Section

Re: Incorporation of
Bian Tours, Inc.

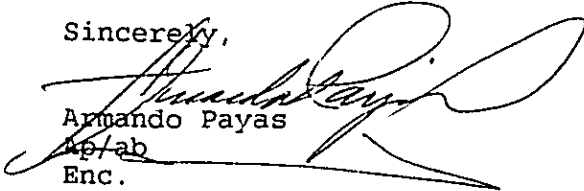
Dear Sir/ Madam:

I am enclosing with this letter the following documents relating to the incorporation of Bian Tours, Inc.

1. The Articles of Incorporation;
2. This firm's check in the amount of \$122.50 to cover the following items: filing fee, one certified copy of the Articles of Incorporation, and certificate designating registered agent;
3. A copy of the executed Articles of Incorporation to be certified and returned.

Thank you for your assistance in this matter.

Sincerely,


Armando Payas
ap/ab
Enc.

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****122.50 ****122.50
JUN 26 11:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

6/6/95


SECRET
TALLAHASSEE, FLORIDA
JUN 26 AM 10:13

ARTICLES OF INCORPORATION

OF

BIAN TOURS, INC.

The undersigned subscriber to these Articles of Incorporation make, subscribe and acknowledge the following Articles of Incorporation under the laws of the State of Florida.

ARTICLE I - NAME OF CORPORATION

The name of the corporation shall be: BIAN TOURS, INC.

ARTICLE II - TERM OF EXISTENCE

The corporation shall begin its corporate existence as of the filing of these Articles of Incorporation and shall exist perpetually.

ARTICLE III - GENERAL PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business for corporations organized under the Business Corporation Act of the State of Florida.

ARTICLE IV - CAPITAL STOCK

The aggregate number of shares which the corporation shall have authority to issue shall be 7,500 shares of common stock with a par value of \$1.00 per share.

ARTICLE V - PRINCIPAL OFFICE

The principal place of business of the corporation shall be:

6900 South Orange Blossom Trail, Suite 302,
Orlando, Florida 32809.

The Board of Directors may from time to time designate such other address and place for the principal office of this corporation as it may see fit.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The initial registered agent of the corporation shall be DWIGHT KLEINE, at the registered address of 6900 South Orange Blossom Trail, Suite 302, Orlando, Florida 32809.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

A. The initial number of directors of the corporation shall be two (2).

B. The number of Directors of the corporation may be increased or decreased from time to time pursuant to the By-Laws adopted by the shareholders, but shall never be less than the minimum number of directors required by applicable law.

C. The name and address of the initial members of the Board of Directors, who shall hold office until their successors are duly elected and qualified, are:

Daniel Bianchi 6900 South Orange Blossom Trail
Orlando, Florida 32809

Claudio Anfuso 6900 South Orange Blossom Trail
Orlando, Florida 32809

ARTICLE VIII - INCORPORATOR

The name and address of the person signing these Articles of Incorporation is DWIGHT KLEINE, of 6900 South Orange Blossom Trail, Suite 302, Orlando, Florida 32809.

ARTICLE IX - AMENDMENT TO ARTICLES

These Articles of Incorporation may be amended in any manner permitted by law.

ARTICLE X - RESTRICTIONS ON TRANSFER OF STOCK

Shares held by shareholders may not be resold or otherwise transferred to other persons unless such shares are first offered to the remaining shareholders and to the Corporation. The price and terms at which, and the time within which, such shares may be offered and sold shall be further specified and set forth in the By-laws.

IN WITNESS WHEREOF, the subscriber affixed his

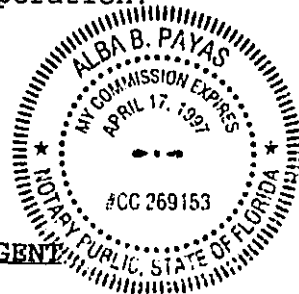
signature this 5th day of June, 1995.

Dwight B. Kleine
DWIGHT KLEINE

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing Articles of Incorporation were acknowledged before me this 5th day of June, 1995, by DWIGHT KLEINE, who have produced his Drivers' License as identification and who did not take an oath and who executed the foregoing Articles of Incorporation.

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



ACCEPTANCE BY REGISTERED AGENT

The undersigned, DWIGHT KLEINE, as registered agent appointed in accordance with the foregoing Articles of Incorporation, does hereby accept such appointment, and does hereby state that he is familiar with and accepts the obligations imposed pursuant to Florida Statutes 607.325 of the Florida Professional Service Corporation Act.

Dwight B. Kleine
DWIGHT KLEINE

P95000049964



FLORIDA DEPARTMENT OF STATE
Sandra B. Morlham
Secretary of State

July 18, 1995

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

SUBJECT: BIAN TOURS, INC.
DOCUMENT NUMBER: P95000049964

Dear Mr. Kleine:

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