

PAUL DAVID GOTTFRIED, ESQ.

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Pembroke Pines, Florida 33024
(305) 437-3511

P95000056112

July 5, 1995

Division of Corporation
Department of State
The Capitol
P.O. Box 6327
Tallahassee, Florida 32314

RECEIVED
JUL 17 1995
TALLAHASSEE, FLORIDA
***122.50 ***122.50

RE: Capri Travel, Inc.

Enclosed is the signed original and one signed copy of the Articles of Incorporation of the above corporation. I have also enclosed a check in the amount of \$122.50 for the filing and certified copy fees.

Please process this at your earliest opportunity and return the certified copy to this office at the address set forth in the letterhead.

Thank you for your assistance. If you have any questions, please do not hesitate to call me at (305) 437-3511.

Very truly yours,

Paul D. Gottfried
Paul D. Gottfried, Esq.

7/19/95

FILED
JUL 17 1995
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION FOR CAPRI TRAVEL INCORPORATED

These Articles of Incorporation are signed by the incorporator to form a profit corporation under the Florida Business Corporation Act (FBCA), F.S.A. Chapter 607.

ARTICLE I

The name of the corporation is CAPRI TRAVEL, INC.

ARTICLE II

The purpose or purposes for which the corporation is formed is to engage in any lawful activity within the purposes for which corporations may be formed under the FBCA. The Corporation shall have perpetual existence. In accordance with Section 607.0203, the date of corporate existence shall be upon the filing with the Division of Corporation.

ARTICLE III

The total authorized shares is a hundred shares (100) of common stock. Each share is entitled to one vote on all matters submitted to the shareholders of the corporation, and each share shall have all of the same rights and preferences as each other share. The stock shall have a par value of one \$1.00 U.S. dollar. Any matter requiring a shareholders vote and/or approve must receive eighty percent (75%) of all outstanding and issued shares.

ARTICLE IV

The holders of common stock of the corporation shall have a preemptive right, granted on uniform terms and conditions prescribed by the board of directors to provide a fair and reasonable opportunity to exercise the right, to acquire proportional amounts of the corporation's unissued shares of common stock when the board decides to issue them. A shareholder may waive his or her preemptive right. A waiver evidenced by a writing is irrevocable even though it is not supported by consideration.

There is no preemptive right with respect to:

1. shares issued as compensation to directors, officers, agents, or employees of the corporation, its subsidiaries, or affiliates;
2. shares issued to satisfy conversion or option rights created to provide compensation to directors, officers, agents, or employees of the corporation, its subsidiaries, or affiliates;
3. shares authorized in the articles that are issued within six months from the effective date of incorporation;

4. shares issued other than for money; or
5. shares of any class of capital stock of this corporation with preferential rights to distributions or assets unless the shares with preferential rights are convertible into or carry a right to subscribe for or acquire shares of common stock of the corporation.

Shares subject to preemptive rights that are not acquired by shareholders may be issued to any person for a period of one year after being offered to shareholders at a consideration set by the board that is not lower than the consideration set for the exercise of preemptive rights. An offer at a lower consideration or after the expiration of one year is subject to the shareholders' preemptive rights.

For purposes of article IV, "shares" includes a security convertible into or carrying a right to subscribe for or acquire shares.

ARTICLE V

No director of the corporation shall be personally liable to the corporation or its shareholders for monetary damages for a breach of fiduciary duty as a director, provided that the foregoing shall not eliminate or limit the liability of a director for any of the following: (1) a breach of the director's duty of loyalty to the corporation or its shareholders; (2) acts or omissions not made in good faith or that involve intentional misconduct or a knowing violation of law; or (3) a transaction from which the director derived an improper personal benefit. If the FBCA is amended to authorize the further elimination or limitation of the liability of directors, then the liability of a director of the corporation, in addition to the limitation on personal liability contained in these articles of incorporation, shall be eliminated or limited to the fullest extent permitted by the FBCA as so amended. No amendment or repeal of article V shall apply to or have any effect on the liability or alleged liability of any director of the corporation for or with respect to any acts or omissions of any director occurring before the effective date of any such amendment or repeal.

ARTICLE VI

The mailing address of the initial registered office of the Corporation is: **11298 Taft Street, Pembroke Pines, Florida 33026**. The name and address of the initial resident agent is **David Harvey 11298 Taft Street, Pembroke Pines, Florida 33026**. The Board of Directors may from time to time move the corporate office or designate a new registered agent.

ARTICLE VII

The Corporation shall be managed by a Board of Directors. The initial Board of Directors shall consist of one Director. The number of Board members may be increased and decreased from time to time by amendment in accordance with Article VIII. Any matters that require the vote of the board must be unanimously approved by the Directors. The name and street address of the incorporator who shall also serve as the initial Board is:

David Harvey
11298 Taft Street
Pembroke Pines, Florida 33024

Article VIII

These Articles of Incorporation may be amended from time to time by the unanimous vote of the shareholders.

IN WITNESS WHEREOF, THE UNDERSIGNED INCORPORATOR HAS
EXECUTED THESE ARTICLES OF INCORPORATION THIS 10 DAY OF JULY
1995.

ACCEPTANCE OF DESIGNATION OF REGISTERED AGENT

I, the undersigned person, having been named as registered agent and to accept service of process for the above-stated corporation at my above stated address, hereby the 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.

David Harvey
David Harvey.

Date: July 10, 1995

David Harvey
DAVID HARVEY

FILED
JUL 17 AM 10:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA