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7/24/95

FLORIDA DIVISION OF CORPORATIONS

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STATE OF FLORIDA

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DOCUMENT TYPE:

FLORIDA PROFIT CORPORATION OR P.A.

NAME: MGM TRAVEL AND TOURS INC.

FAX AUDIT NUMBER: H95000008130

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PREPARED BY
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ARTICLES OF INCORPORATION
OF
MGM Travel and Tours Inc.

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TALLAHASSEE FLORIDA

ARTICLE I

The name of this Corporation is MGM Travel and Tours Inc., a Florida Corporation.

ARTICLE II

NATURE OF BUSINESS AND POWERS

The general nature of the business to be transacted by this corporation is to engage in any and all business permitted under the laws of the State of Florida.

ARTICLE III

CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to issue and have outstanding at any time is 600 shares of common stock having a par value of \$1.00 per share.

ARTICLE IV

TERM OF EXISTENCE

This corporation shall have perpetual existence commencing upon filing of these articles.

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ARTICLE V

REGISTERED AGENT AND REGISTERED OFFICE

The registered Agent and the Street Address of the initial registered office of this corporation in the State of Florida shall be the following which address the Board of Directors from time to time may move to any other address in the State of Florida:

Giovanna Bricano
10548 S.W. 8th Street
Suite 101
Miami, Florida 33174

ARTICLE VI

PRINCIPAL PLACE OF BUSINESS

The principal place of business is:

10548 S.W. 8th Street Suite 101 Miami, Florida 33174.

ARTICLE VII

BOARD OF DIRECTORS

This corporation shall have one director initially. The number of directors may be increased or diminished from time to time by the By-Laws adopted by shareholder, but shall never be less than one.

ARTICLE VII

The name of the initial directors of the corporation and his address is

Giovanna Bricano
10548 S.W. 8th Street
Suite 101
Miami, Florida 33174

The persons named as initial directors shall hold office for the first year of existence of this corporation or until his successor is elected or appointed and has qualified, whichever occurs first.

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ARTICLE IX

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

Giovanna Briceno
10548 S.W. 8th Street
Suite 101
Miami, Florida 33174

ARTICLE IX

AMENDMENT

These Articles of incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the shareholders and approved at a shareholder meeting by at least a majority of the stock entitled to vote, unless all of the directors and all of the shareholder sign written statement manifesting their intention that a certain amendment of this article be made.

ARTICLE X

PREEMPTIVE RIGHTS

The shareholder of the corporation shall have preemptive rights.

In witness whereof, the undersigned, as Incorporator, has executed the foregoing Articles of Incorporation, this 20th day of July 1995.

Giovanna Briceno
GIOVANNA BRICENO

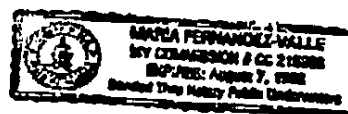
State of Florida

County of Dade

The foregoing instrument was acknowledged before me this 20th day of July, 1995 by Giovanna Briceno, who is personally known to me and who did take an oath.

My Commission Expires:

3



Notary Public

H9500008130

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGAIN UPON WHOM PROCESS MAY BE SERVED IN COMPLIANCE WITH SECTION 48.091 FLORIDA STATUTES. THE FOLLOWING IS SUBMITTED:

FIRST: That MGM Travel and Tours Inc., a Florida Corporation.. desiring to organize or qualify under the Laws of the State of Florida with its principal place of business at the City of Miami Florida has named Rosa Giovanna Briceno as 10548 S.W. 8th Street Suite 101 Miami, Florida 33174 as its resident Agent to accept service of process within the State of Florida.

SECOND: That MGM Travel and Tours Inc., hereby names 10548 S.W. 8th Street Suite 101 Miami, Florida 33174 as its principal place of business.

Signature: Rosa Giovanna Briceno

Title: PRESIDENT

Date: JULY 20, 1995

Having been named to accept service of process for the above stated corporation. at the place designated in this certificate I hereby agree to act in this capacity and I further agree to comply with the provision of all statutes relative to the proper and complete performance of my duties.

Signature: Rosa Giovanna Briceno

Date: JULY 20, 1995

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