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FROM: EMPIRE CORPORATE KIT COMPANY
1492 W FLAGLER ST
SUITE 200
MIAMI FL 33135- 9-0000
CONTACT: RAY STORMONT
PHONE: (305) 541-3094
FAX: (305) 541-3770

(((H95000008779)))
NAME: TOUR EXPRESS CORP.
FAX AUDIT NUMBER: H95000008779
DATE REQUESTED: 08/09/1995
CERTIFIED COPIES: 1
NUMBER OF PAGES: 5
ESTIMATED CHARGE: \$122.50
DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
CURRENT STATUS: REQUESTED
TIME REQUESTED: 15:50:33
CERTIFICATE OF STATUS: 0
METHOD OF DELIVERY: FAX
ACCOUNT NUMBER: 072450003255

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NUM CAPS Connect: 00:21

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55 AUG 10 AM 10:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



20:08 10 01 1995

20:08 10 01 1995

20:08 10 01 1995

(5)

ARTICLES OF INCORPORATION OF

B & L Business
141 N.E. 3rd Ave.
Suite 206
Miami, FL 33127
Evian Noronha
(305) 373-6211

ARTICLE I - NAME

The name of the corporation is: TOUR EXPRESS CORP.

with the principal place of business located at:

4601 TREASURE DR #1621

N.M. BEACH, FL. 33141.

ARTICLE II - PURPOSE

The corporation shall have perpetual existence and may engage in any and all lawful business under the laws of the United State and the State of Florida.

ARTICLE III - CAPITAL STOCK

This corporation is authorized to issue 1000 shares of one dollar per (\$1.00) par value common stock.

ARTICLE IV - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash or any new common stock of this corporation, shall have the right to purchase their pro rata share (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE V - INITIAL REGISTERED OFFICE

The street address of the registered office of this corporation is:

4601 TREASURE DR #1621

N.M. BEACH, FL. 33141

The name of the initial Registered Agent of this corporation is:

ILKA CAMARGO

RUSO - PRESIDENT

H95000008 779

H95000008 779

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
JAN 30 1980

H95000008779
ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have director(s) initially. The number of directors may be either increased or diminished from time to time by the by-laws, but shall never be less than one (1). The initial director(s) of this corporation :

ILKA CANALDO RUSSO - PRESIDENT.
CARLOS ALBERTO RUSSO - VICE-PRESIDENT / SECRETARY

ARTICLE VII - INCORPORATOR

The name and address of the person signing this article is:

CARLOS ALBERTO RUSSO
7601 TREASURE DR #1621
NM. BRACH, FL. 33141.

ARTICLE VIII - INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officers or directors to the full extent permitted by law.

ARTICLE IX - MANAGEMENT OF CORPORATION BY SHAREHOLDERS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of this corporation shall be managed under the director of, shareholders of this corporation.

ARTICLE X - BY LAWS

The power to adopt, after, amend or repeal by-laws shall be vested in the Board of Directors and the Shareholder.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 29 day of July of 1995

✓
Incorporator Carlos Alberto Russo

H95000008779

JN1-20-1900 16152 FROM

TO

19049224000 P.04

H95000008 779

STATE OF FLORIDA)
COUNTY OF DADE)

BEFORE ME, a notary public authorized to take acknowledgments in the state and county set forth above, personally appeared CARLOS ALBERTO RUSSO.

known to me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed same.

IN WITNESS WHEREOF, I have hereunder set my hand and affixed my official seal, in the state and county aforesaid this 27 day of JULY, 1995.



NOTARY PUBLIC
STATE OF FLORIDA AT LARGE

My commission expires:

H95000008 779

H9 5000 008 779

CERTIFICATE DESIGNATING THE ADDRESS AND AN
AGENT UPON WHOM PROCESS MAY BE SERVED

WITNESSETH:

That TOUR EXPRESS CORP. desiring to organize under the laws of the State of Florida, which will have its principal office in the County of Dade, State of Florida, has appointed ILKA : CARMERU RUSSO, as its agent to accept service of process within the state.

ACKNOWLEDGEMENT:

Having been named by the first Board of Directors of TOUR EXPRESS CORP. to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in the capacity of Registered Agent for said corporation, and agree to comply with the applicable provision of the Florida Statutes, this 29 day of July, 1995.

✓ [Signature]
 Registered Agent

ILKA CARMERU RUSSO

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 95 AUG 10 AM 10:34
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

H9 5000 008 779

P95000-1772

TOUR EXPRESS CORP.

121 S.E. 1ST STREET #

SUITE 1001 - MIAMI

FL 33131



Office Use Only

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<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input checked="" type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
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REGISTRATION/ QUALIFICATION	
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<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Foreign Partnership
<input type="checkbox"/>	Other

56 JUL -3 AM 8:17

TLL JUN 7 '96

Examiner's Initials

Florida Department of State, Sandra B. Mortham, Secretary of State

OFFICER / DIRECTOR RESIGNATION

95 JUN -3 PM 8:16
RECEIVED
CLERK

I, ILKA de Camargo Rodrigues Rosa, hereby resign as President
(Title)

of TOUR EXPRESS Corp.
(Name of Corporation)

a corporation organized under the laws of the State of Florida

That the corporation has been notified in writing of the resignation.

✓ [Signature]
(Signature of resigning officer/director)

FILING FEE IS \$35.00

DIVISION OF CORPORATIONS, P.O. BOX 6327, TALLAHASSEE, FL 32314

6/30/97

P95000061772

FLORIDA DIVISION OF CORPORATIONS
PUBLIC ACCESS SYSTEM
ELECTRONIC FILING COVER SHEET

12:50 PM

((H97000010740 3))

TO: DIVISION OF CORPORATIONS
FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
PHONE: (305) 541-3694

FAX #: (850) 922-4000
ACCT#: 072450003255
FAX #: (305) 541-3770

NAME: TOUR EXPRESS CORP.
AUDIT NUMBER.....H97000010740
DOC TYPE.....BASIC AMENDMENT
CERT. OF STATUS..0
CERT. COPIES.....0
PAGES..... 3
DEL.METHOD.. FAX
EST.CHARGE.. \$35.00

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JUN 30 PM 1:16
JUN 30 06 1997

Amendment
6-30-97
DC

FLORIDA
TALLAHASSEE

97 JUN 30 PM 3:30

FILED

H 970000 10740

ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION OF
TOUR EXPRESS CORP.

PURSUANT TO THE PROVISIONS OF SELECTION 607.1006, FLORIDA
STATUTES, THE UNDERSIGNED CORPORATION ADOPTS THE FOLLOWING
ARTICLES OF INCORPORATION.

FIRST

AMENDMENT ADOPTED:

- 1 - THE PRESIDENT WILL BE:
TANEO CAMPOS
- 2 - THE NEW VICE-PRESIDENT WILL BE:
REGGIS GONÇALVES CARLINI DE SOUZA

SECOND

IF AN AMENDMENT PROVIDES FOR AN EXCHANGE, RECLASSIFICATION OR
CANCELANON OF ISSUED SHARES, PROVISIONS FOR IMPLEMENTING THE
AMENDMENT IF NOT CONTAINED THE AMENDMENT IT SELF, ARE AS
FOLLOW:

THIRD

THE DATE OF EACH AMENDMENT'S ADOPTION:, JUNE 30 1997

PREPARED BY THE LAW OFFICES OF ALAN SCHLICK
ALAN SCHLICK # 224278
141 NORTHEAST 1ST AVENUE 9TH FLOOR
MIAMI, FL 33132-2221
PHONE (305) 373-6211

FILED
97 JUN 30 PM 3:30
TALLAHASSEE, FLORIDA

H 970000 10740

H 97000010740

FORTH

ADOPTIONS AMENDMENTS:

X THE AMENDMENT(S) WAS/WERE ADOPTED BY THE INCORPORATORS OR BOARD OF DIRECTORS WITHOUT SHAREHOLDER ACTION AND SHAREHOLDER ACTION WAS NOT REQUIRED.
-- THE AMENDMENT(S) WAS/WERE APPROVED BY THE SHAREHOLDERS. THE NUMBER OF VOTES CAST FOR THE AMENDMENT(S) WAS/WERE SUFFICIENT FOR THE APPROVAL.
-- THE AMENDMENT(S) WAS / WERE APPROVED BY THE SHAREHOLDERS THROUGH VOTING GROUPS.

(THE FOLLOWING STATEMENT MUST BE SEPARATELY APPROVED FOR EACH VOTING ENTITLED TO VOTE SEPARATELY ON THE AMENDMENT(S).)

THE NUMBER OF VOTES CAST FOR THE AMENDMENT(S) WAS / WERE SUFFICIENT FOR APPROVAL BY _____
(Voting group)

SIGNED THIS JUNE 30 1997

BY  _____
(INCORPORATOR - PRESIDENT)

Typed or printed name: Taneo Campos
Title: PRESIDENT

PREPARED BY THE LAW OFFICES OF ALAN S. GLUECK
ALAN S. GLUECK # 224278
141 NORTHEAST 1ST AVENUE 9TH FLOOR
MIAMI, FL 33132-2221
PHONE (305) 373-6211

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