

WALDMAN & FELUREN, P.A.

ATTORNEYS AT LAW

CONCORDE CENTRE II - PENTHOUSE A

2000 N.E. 101 STREET

NORTH MIAMI BEACH, FLORIDA 33180

GLENN J. WALDMAN*

MARK S. FELUREN**

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**ALSO ADMITTED IN NEW YORK

OF COUNSEL

MARK H. HILDEBRANDT, P.A.

TELEPHONE (305) 933-8800

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August 10, 1995

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32301

SECRETARY OF STATE
TALLAHASSEE, FLORIDA
***\$122.50 ***\$122.50

Re: Distinctive Travel Company

To Whom It May Concern:

Enclosed please find original executed Articles of Incorporation, as well as a copy thereof, for the referenced company. Please file the enclosed Articles of Incorporation as soon as possible.

Also enclosed is a check in the amount of \$122.50, representing the requisite filing fee and registered agent designation fee. Kindly stamp and return the copy of the Articles of Incorporation to the undersigned.

Very truly yours,

Mark S. Feluren

EFFECTIVE DATE
AUG 24 1995

MSF/aa
Enclosures

Dmc
8/22/95

(625)

FILED
95 AUG 25 AM 11:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. BROWN AUG 28 1995

1201 HAYS STREET
TALLAHASSEE, FL 32301
904-222-9171
904-222-0191 FAX

800-142-8086



ACCOUNT NO. : 072100000032

REFERENCE : 669188 10943A

AUTHORIZATION :

COST LIMIT : \$ 122.50

ORDER DATE : August 25, 1995

ORDER TIME : 10:32 AM

ORDER NO. : 669188

CUSTOMER NO: 10943A

CUSTOMER: Mark S Feluren, Esq
WALDMAN FELUREN & FERRER

Concorde Ctr II, Penthouse #8
2999 Northeast 191 Street
North Miami Bea, FL 33180

EFFECTIVE DATE

DOMESTIC FILING

NAME: DISTINCTIVE TRAVEL COMPANY

XXX ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XXX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Karen B. Rozar

EXAMINER'S INITIALS: _____



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

August 22, 1995

MARK S. FELUREN, ESQUIRE
WALDMAN & FELUREN, P.A.
2999 NE 191 STREET PENTHOUSE 8
NORTH MIAMI BEACH, FL 33180

SUBJECT: DISTINCTIVE TRAVEL COMPANY
Ref. Number: W95000016959

We have received your document for DISTINCTIVE TRAVEL COMPANY and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The effective date is not acceptable since it is not within five working days of the date of receipt.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6923.

Doris McDuffie
Corporate Specialist Supervisor

Letter Number: 695A00039299



FLORIDA DEPARTMENT OF STATE
Sandria B. Morham
Secretary of State

August 25, 1995

CSC NETWORKS
1201 HAYS STREET
TALLAHASSEE, FL 32301

SUBJECT: DISTINCTIVE TRAVEL COMPANY
Ref. Number: W95000016959

We have received your document for DISTINCTIVE TRAVEL COMPANY and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The person designated as registered agent in the document and the person signing as registered agent must be the same.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6932.

Teresa Brown
Corporate Specialist

Letter Number: 595A00039834

EFFECTIVE DATE
AUG 24 1995

ARTICLES OF INCORPORATION
OF
DISTINCTIVE TRAVEL COMPANY

FILED
95 AUG 25 AM 11:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned does hereby act as incorporator in adopting the following Articles of Incorporation for the purpose of organizing a business corporation pursuant to the provisions of the Florida Business Corporation Act.

FIRST: The name of the corporation (hereinafter called the "Corporation") is Distinctive Travel Company

SECOND: The principal office of the Corporation shall be located at 414 Southeast 19th Street, Fort Lauderdale, Florida 33316. The mailing address of the Corporation is 414 Southeast 19th Street, Fort Lauderdale, Florida 33316.

THIRD: The aggregate number of shares which the Corporation shall have authority to issue is 900, all of which are of a par value of \$0.01 each and are of the same class and are to be common shares.

FOURTH: No holder of any of the shares of any class of the Corporation shall be entitled as of right to subscribe for, purchase, or otherwise acquire any shares of any class of the Corporation which the Corporation proposes to issue or any rights or options which the Corporation proposes to grant for the purchase of shares of any class of the Corporation or for the purchase of any shares, bonds, securities, or obligations of the Corporation which are convertible into or exchangeable for, or which carry any rights, to subscribe for, purchase or otherwise acquire shares of any class of the Corporation; and any and all of such shares, bonds, securities or obligations of the Corporation, whether now or hereafter authorized or created, may be issued, or may be reissued or transferred if the same have been reacquired and have treasury status, and any and all of such rights and options may be granted by the Board of Directors to such persons, firms, corporations and associations, and for such lawful consideration, and on such terms, as the Board of Directors in its discretion may determine, without first offering the same, or any thereof, to any said holder.

FIFTH: The number of directors constituting the initial Board of Directors of the Corporation is three which may be increased or decreased by the bylaws.

The names and addresses of the persons who are to serve as the members of the initial Board of Directors of the Corporation are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Juan Fernando Mendoza	414 Southeast 19th Street, Fort Lauderdale, Florida 33316
Sheila Waldman	3509 Emerald Oaks Drive Hollywood, FL 33021
Patricia Davidman	1921 N.E. 206 Street N. Miami Beach, FL 33179

SIXTH: The address of the initial registered agent of the Corporation in the State of Florida is 414 Southeast 19th Street, Fort Lauderdale, Florida 33316 and the name of the initial registered agent of the Corporation at such address is Sheila Waldman.

SEVENTH: The name and address of the incorporator is:

<u>NAME</u>	<u>ADDRESS</u>
Sheila Waldman	3509 Emerald Oaks Drive Hollywood, FL 33021
Juan	

EIGHTH: The Corporation shall, to the fullest extent permitted by the provisions of the Florida Business Corporation Act, as the same may be amended and supplemented, indemnify and all persons whom it shall have power to indemnify under its provisions from and against any and all of the expenses, liabilities or other matters referred to in or covered by said provisions, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any bylaw, agreement, vote of shareholders or disinterested directors, or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be in a capacity entitling such person to be indemnified, and shall inure to the benefit of the heirs, executors and administrators of such a person.

NINTH: The corporate existence of the Corporation shall commence as of the date and time upon which the

incorporator named in these Articles of Incorporation shall have subscribed the name.

Signed on August 24, 1995

Sheila Waldman
Sheila Waldman, Incorporator

Acceptance of Appointment by Registered Agent

Pursuant to the provisions of the Florida Business Corporation Act, the undersigned does hereby accept its appointment as registered agent on which process may be served within the State of Florida for the proposed domestic corporation named in the foregoing Articles of Incorporation.

Sheila Waldman
Sheila Waldman