

17/1/96
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TO: DIVISION OF CORPORATIONS
DEPARTMENT OF STATE
STATE OF FLORIDA
409 EAST GAINES STREET
TALLAHASSEE, FL 32399
FAX: (904) 922-4000

FROM: ADE INDUSTRIES, INC.
54 NW 11TH ST
MIAMI FL 33136-2801-

CONTACT: LYNN FRIEDMAN
PHONE: (305) 388-2571
FAX: (305) 388-7832

DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
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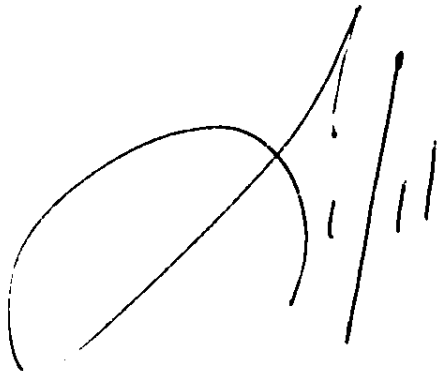
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STATE OF FLORIDA
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

LUSKY TRAVEL AND TOUR CORP.

ARTICLE I - NAME

The name of this Corporation is LUSKY TRAVEL AND TOUR CORP.

ARTICLE II - DURATION

This Corporation shall have perpetual existence commencing at the time of filing of the Articles of Incorporation with the Department of State.

ARTICLE III - PURPOSE

This Corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV - CAPITAL STOCK

This Corporation is authorized to issue 1000 shares at \$1.00 per value, common stock.

ARTICLE V - RIGHTS UPON LIQUIDATION OR DISSOLUTION

In the event of any voluntary or involuntary liquidation, dissolution or winding up of this Corporation, the holders of record of the common shares shall receive a pro-rata distribution of the assets of the Corporation.

ARTICLE VI - PRE-EMPTIVE RIGHTS

Each shareholder, upon the sale for cash of any new stock of this Corporation shall have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which is offered to others.

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ACE INDUSTRIES, INC.
54 NW 11th Street
Miami, FL 33130
ONE AND ONLY

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ARTICLE VII - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is: 565 East Hialeah Drive, Hialeah, Fla. 33010, and the name of the initial registered agent of this Corporation at that address is:

DAISY PORTES MEJIA.

ARTICLE VIII - INITIAL BOARD OF DIRECTORS

This Corporation shall have three Directors initially. The number of Directors may be increased from time to time as provide by the By-Laws. The names and addresses of the intial Directors of this Corporation are as follows:

DAISY PORTES MEJIA	1635 W 44th Place Apt. #312 Hialeah, Fla. 33012
LUIS R. MEJIA	1635 W 44th Place Apt. #312 Hialeah, Fla. 33012
LUISY MEJIA	1635 W 44th Place Apt. #312 Hialeah, Fla. 33012

ARTICLE IX - INCORPORATORS

The name and address of the persons signing these Articles are:

DAISY PORTES MEJIA	1635 W 44th Place Apt. #312 Hialeah, Fla. 33012
LUIS R. MEJIA	1635 W 44th Place Apt. #312 Hialeah, Fla. 33012
LUISY MEJIA	1635 W 44th Place Apt. #312 Hialeah, Fla. 33012

ARTICLE X - BYLAWS

The power to adopt, alter, amend and repeal Bylaws shall be vested in the Board of Directors and the shareholders.

ARTICLE XI - RESTRICTIONS ON THE TRANSFER OF STOCK

Shares of Capital Stock of this Corporation shall be issued ini-

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tially to the following person in the amount set opposite his name:

DAISY PORTES MEJIA.....500 shares

LUIS R. MEJIA.....500 shares

Shares held by the initial shareholders listed above may not be resold or otherwise transferred to others unless such shares are first offered to the remaining shareholders or to this Corporation. The price and terms at which, and the time within which, such shares may be offered and sold shall be further specified by written agreement among all of the shareholders of this Corporation.

ARTICLE XII - CUMULATIVE VOTING

At each election for Directors each shareholder entitled to vote at such election shall have the right to cumulate his votes by giving one candidate as many votes as the number of Directors to be elected at that time multiplied by the number of his shares, or by distributing such votes on the same principle among any number such candidates.

ARTICLE XIII - CALLING OF SPECIAL MEETING

Special meetings of the shareholders may be called by the Board of Directors.

ARTICLE XIV - SHAREHOLDERS QUORUM AND VOTING

Fifty percent of the shares plus one entitled to vote represented in person or by proxy shall constitute a quorum at the meeting of shareholders. If the quorum is present the affirmative vote of fifty percent of the shares plus one represented at the meeting and entitled to vote on the subject matter shall be the act of shareholders.

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ARTICLE XV - AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscribers have executed the Articles of Incorporation this Third day of January of 1996.

Daisy Portes Mejia
DAISY PORTES MEJIA - President

Luis R. Mejia
LUIS R. MEJIA Vice-President

Luisy Mejia
LUISY MEJIA - Treasurer/Secretary

STATE OF FLORIDA)
) SS:
COUNTY OF DADE

I, DAISY PORTES MEJIA, am familiar with and accept the duties and responsibilities as registered agent for said Corporation.

Daisy Portes Mejia
DAISY PORTES MEJIA
Registered Agent.

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STATE OF FLORIDA)
)
COUNTY OF DADE)

BEFORE ME, an officer duly authorized in the State aforesaid and in the County aforesaid, to take acknowledgments, personally appeared DAISY PORIÑO MEJIA, LUIS R. MEJIA AND LUISY MEJIA to me known to be the persons described in and who executed the same for the purposes therein they expressed.

IN TESTIMONY WHEREOF, I have hereunto subscribed my name and affixed my seal of office the day 3rd of January, 1966.-

Josefina Amaro

JOSEFINA AMARO
My commission expires on:
Notary Public
State of Florida at Large



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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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August 14, 1997

Director of Corporations
P.O. Box 6327
Tallahassee, FL 32314

To whom it may concern:

The Company Laisy Travel and Tour Corp with
the account # 65-0693989 has changed the
address.

The new address is: 3678 West 12th Ave
Heath, FL 33012.

Thank you for your time and attention.

Sincerely,

Laisy Oates

Kelley
8/19