

FED-12-1996 09

P.10

TO: DIVISION OF CORPORATIONS
DEPARTMENT OF STATE
STATE OF FLORIDA
409 EAST GINEE STREET
TALLAHASSEE, FL 32399
FAX: (904) 922-4000

FROM: THE CORPORATE KIT COMPANY
32 W FLAGLER ST
SUITE 200
MIAMI FL 33135-
CONTACT: RAY STORMONT
PHONE: (305) 541-3694
FAX: (305) 541-3770

(((H98000002028))) DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: LATOP, INC.
FAX AUDIT NUMBER: H98000002028
DATE REQUESTED: 02/12/1996
CERTIFIED COPIES: 1
NUMBER OF PAGES: 5
ESTIMATED CHARGE: \$122.50

CURRENT STATUS: REQUESTED
TIME REQUESTED: 13:01:24
CERTIFICATE OF STATUS: 0
METHOD OF DELIVERY: FAX
ACCOUNT NUMBER: 072450003255

Note: Please print this page and use it as a cover sheet when submitting documents to the Division of Corporations. Your document cannot be processed without the information contained on this page. Remember to type the Fax Audit number on the top and bottom of all pages of the document.

(((H98000002028)))
** ENTER 'M' FOR MENU. **
ENTER SELECTION AND <CR>:
Help F1 Option Menu F2

NUM CAPS Connect: 00:05:1

RECEIVED

96 FEB 12 PM 1:27

DIVISION OF CORPORATIONS



FILED
96 FEB 12 PM 2:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FEB-12-1996 13:09

P.11

PREPARED BY
Brito & Brito Accounting, Inc.
407 Lincoln Rd. #5B
Miami Beach, FL 33139
305-534-9292

**ARTICLE OF INCORPORATION
OF
LATOP, Inc.**

5

THE UNDERSIGNED, FOR THE PURPOSE OF FORMING A CORPORATION UNDER
THE FLORIDA GENERAL CORPORATION ACT, DO HEREBY ADOPT THE
FOLLOWING ARTICLES OF INCORPORATION:

ARTICLE ONE

THE NAME OF THE CORPORATION, LATOP, Inc.

ARTICLE TWO

THE DURATION OF THE CORPORATION IS PERPETUAL

ARTICLE THREE

THE GENERAL PURPOSE FOR WHICH THE CORPORATION IS ORGANIZED
ARE:

1. TO ENGAGE IN THE BUSINESS OF ANY AND ALL LAWFUL BUSINESS
CONNECTED WITH TOUR & TRAVEL RELATED SERVICES
2. TO TRANSACT ANY OTHER LAWFUL BUSINESS FOR WHICH CORPORATIONS
MAY BE INCORPORATED UNDER THE FLORIDA GENERAL CORPORATION ACT,
AND ENGAGE IN ANY OTHER TRADE OR BUSINESS WHICH CAN, BE
ADVANTAGEOUSLY CARRIED ON IN CONNECTION WITH OR AUXILIARY TO THE
FOREGOING BUSINESS.
3. TO DO SUCH THINGS AS ARE INCIDENTAL TO THE FOREGOING OR NECESSARY
OR DESIRABLE IN ORDER TO ACCOMPLISH THE FOREGOING.

ARTICLE FOUR

THE AGGREGATE NUMBER OF SHARES WHICH THE CORPORATION IS
AUTHORIZED TO ISSUE IS 100 SHARES. SUCH SHARES SHALL BE OF A SINGLE
CLASS, AND SHALL HAVE A PAR VALUE OF \$ 1.00

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

56 FEB 12 PM 2:34

FILED

H960000 02028

H960000 02028

H960000 02028

ARTICLE FIVE

THE STREET ADDRESS OF THE INITIAL REGISTERED AND PRINCIPAL OFFICE OF THE CORPORATION IS : 407 Lincoln rd #5b Miami Beach Fl 33139 AND THE NAME OF ITS INITIAL REGISTERED AGENT AT SUCH ADDRESS IS:
Luis G. Brito

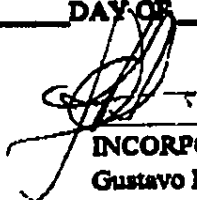
ARTICLE SIX

THE NUMBER OF DIRECTORS CONSTITUTING THE INITIAL BOARD OF DIRECTORS OF THE CORPORATION IS Two(2) THE NAME AND ADDRESS OF EACH PERSON WHO IS TO SERVE AS A MEMBER OF THE INITIAL BOARD OF DIRECTORS IS:

PRESIDENT Gustavo H. Curia 728 NE 72nd Street Miami, Fl 33138
SECRETARY Gustavo H. Curia 728 NE 72nd Street Miami, Fl. 33138
TREASURER Nestor L. Roig 728 NE 72nd Street Miami, Fl. 33138
VICE PRESIDENT Nestor L. Roig 728 NE 72nd Street Miami Fl. 33138

ARTICLE SEVEN

THE NAME AND ADDRESS OF THE INCORPORATOR IS AS FOLLOWS:
Gustavo H. Curia I WITNESS WHERE OF, THE UNDERSIGNED HAS MADE AND
SUBSCRIBED THESE ARTICLES OF INCORPORATION AT MIAMI, FLORIDA
THIS 12 DAY OF February 1996



INCORPORATOR
Gustavo H. Curia

H960000 02028

H960000 02028

Luis G. Brito _____, KNOW TO BE AND KNOW BY ME TO EXECUTED THE
FOREGOING ACCEPTANCE BY REGISTERED AGENT, AND HE ACKNOWLEDGED
BEFORE ME THAT HE EXECUTED THAT ACCEPTANCE ON ____12____ DAY OF
_February_____ 1996.

NOTARY PUBLIC
STATE OF FLORIDA
COMMISSION EXPIRES

Prepared By Brito & Brito Accounting, Inc.
407 Lincoln Rd #5B
Miami Beach, Fl. 33139

H960000 02028

H960000 02028

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
Gustavo H. Curia KNOWN TO BE AND KNOWN BY ME TO BE THE PERSON WHO
EXECUTED THE FOREGOING ARTICLES OF INCORPORATION, AND HE/SHE
ACKNOWLEDGED BEFORE ME THAT HE/SHE EXECUTED THOSE ARTICLES OF
INCORPORATION.

IN EYEWITNESS WHEREOF, I HAVE SET HAND SEAL IN THE STATE AND
COUNTY ABOVE, ON 12 DAY OF February 1996.

NOTARY PUBLIC
STATE OF FLORIDA
COMMISSION EXPIRES

FILED
05 FEB 12 PM 2:34
CLERK OF STATE
TALLAHASSEE, FLORIDA

ACCEPTANCE BY REGISTERED AGENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE NAMED
CORPORATION, AT THE PLACE DESIGNATED IN THESE ARTICLES, I HEREBY
AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE
PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER PERFORMANCE OF MY
DUTIES.



REGISTERED AGENT
Luis Brito

STATE OF FLORIDA
COUNTY OF DADE

BEFORE ME, A NOTARY PUBLIC AUTHORIZED TO TAKE ACKNOWLEDGMENT
IN THE STATE AND COUNTY SET FORTH ABOVE, PERSONALLY APPEARED

H960000 02028