

02/20/1996

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THE DIVISION OF CORPORATIONS

SERVICES

DEPARTMENT OF STATE

STATE OF FLORIDA

409 EAST GAINES STREET

TALLAHASSEE, FL 32399

FAX: (904) 922-4000

((H96000002401))

OR P.A.

NAME: LET'S TRAVEL THE WORLD, INC.

FAX AUDIT NUMBER: H96000002401

DATE REQUESTED: 02/20/1996

CERTIFIED COPIES: 0

NUMBER OF PAGES: 4

ESTIMATED CHARGE: \$70.00

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FLORIDA DIVISION OF CORPORATIONS

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FROM: HELLER & BARNETT CORPORATE

SERVICES

1214 N UNIVERSITY DR

PLANTATION FL 33322-

CONTACT: BRIAN K BARNETT

PHONE: (954) 475-8484

FAX: (954) 475-1125

DOCUMENT TYPE: FLORIDA PROFIT CORPORATION

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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RECEIVED

ARTICLES OF INCORPORATION
OF
Let's Travel The World, Inc.,
a Florida corporation

FILED
95 FEB 20 PM 2:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of Let's Travel The World, Inc., under the Florida Business Corporation Act, adopts the following Articles of Incorporation.

ARTICLE I. NAME

The name of this Florida corporation is:

Let's Travel The World, Inc.

ARTICLE II. ADDRESS

The corporation's mailing address is:

9890 Pines Blvd.
Pembroke Pines, Florida 33024

ARTICLE III. COMMENCEMENT OF EXISTENCE

The existence of the corporation shall begin effective February 20th, 1996.

ARTICLE IV. PURPOSE

The corporation is organized to engage in any activity or business permitted under the laws of the United States and Florida.

ARTICLE V. AUTHORIZED SHARES

The maximum number of shares that the corporation is authorized to have outstanding at any time is 100 shares of common stock having a par value of \$1.00 per share.

ARTICLE VI. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 1214 N. University Drive Plantation, Florida 33322 and the name of the corporation's initial registered agent at that address is Brian K. Barnett.

ARTICLE VII. INITIAL BOARD OF DIRECTORS

The corporation shall be managed by a Board of Directors consisting of no less than 4 director(s). The number of directors may be either increased or diminished from time to time, as provided in the bylaws, but shall never be less than 4. The name(s) of the initial director(s):

Name

Rachel Sarkhovitch
Marsha Melamed
Jacob Sarkhovitch
Lee Mandelbaum
Let's Travel The World, Inc.
9890 Pines Blvd.
Pembroke Pines, Florida, 33024

ARTICLE VIII. INCORPORATOR

The name and street address of the incorporator is:

Heller & Barnett Corporate Services
1214 N. University Drive
Plantation, Florida 33322

The incorporator of the corporation assigns to this corporation his/her rights under Section 607.0201, Florida Statutes, to constitute a corporation, and he/she assigns to those persons designated by the board of directors any rights he/she may have as incorporator to acquire any of the capital stock of this corporation, this assignment becoming effective on the date corporate existence begins.

ARTICLE IX. AMENDMENTS

The corporation reserves the right to amend, alter, change, or repeal any provision in these Articles of Incorporation in the manner proscribed by law, and all rights conferred on shareholders are subject to this reservation.

The undersigned incorporator, for the purpose of forming a corporation under the laws of the State of Florida, has executed these Articles of Incorporation this 20th day of February, 1996

Heller & Barnett Corporate Services:

By: 

Brian K. Barnett

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED.**

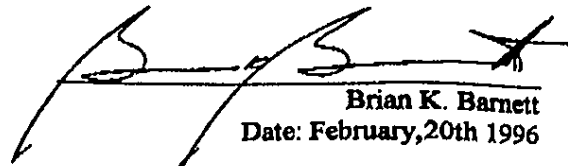
Pursuant to Chapter 49.091, Florida Statutes, the following is submitted:

That Let's Travel The World, Inc., desiring to organize under the laws of the State of Florida with its initial registered office, as indicated in the Articles of Incorporation, at 1214 N. University Drive Plantation, Florida 33322, has named Brian K. Barnett, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the corporation named above, at the place designated in this certificate, I agree to act in that capacity, to comply with the provisions of the Florida Business Corporation Act, and am familiar with, and accept, the obligations of that position.

Brian K. Barnett
1214 N. University Drive Plantation, Florida 33322



Brian K. Barnett
Date: February, 20th 1996

FILED
96 FEB 20 PM 2:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA