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TO: DIVISION OF CORPORATIONS
DEPARTMENT OF STATE
STATE OF FLORIDA
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NAMF TOURLITE INTERNATIONAL OF MIAMI, INC.

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FEB-27-1996 15:29

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**ARTICLES OF INCORPORATION
OF
TOURLITE INTERNATIONAL OF MIAMI, INC.**

The undersigned, acting as Incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation:

1. **Name.** The name of the corporation is **TOURLITE INTERNATIONAL OF MIAMI, INC.**

2. **Duration.** The period of duration is perpetual.

3. **Purpose.** The purpose is to solicit and sell tours through travel agents and to the general public, and to engage in any activities under the laws of the United States and Florida.

4. **Capital Stock.** The corporation is authorized to issue one hundred thousand shares of common stock at \$.01 par value.

5. **Initial Registered Office and Agent.** The name and address of the initial registered agent and office of this corporation is as follows:

Stanley E. Johnson, Jr.
1444 Biscayne Boulevard, Suite 220
Miami, Florida 33132

6. **Principal Office and Mailing Address.** The initial principal office of this corporation and its initial mailing address is as follows:

Nicholas Athans
100 S. Biscayne Blvd., Suite 1305
Miami, Florida 33131

Document Prepared by:
STANLEY E. JOHNSON, JR., ESQ.
1444 Biscayne Boulevard
Suite 220
Miami, Florida 33132
Tel. (305) 372-2797
Florida Bar No. 472395

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7. **Initial Board of Directors.** This corporation shall have one director initially. The number of directors may be either increased or decreased from time to time by an amendment of the bylaws of the corporation in the manner provided by law, but shall never be less than one. The name and address of the initial directors of this corporation are:

Nicholas Athans
100 S. Biscayne Blvd., Suite 1300
Miami, Florida 33131

8. **Incorporator.** The name and address of the Incorporator signing these Articles of Incorporation is:

Jeff T. Redfern
100 S. Biscayne Blvd., Suite 1305
Miami, Florida 33131

9. **Amendment of Articles.** 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.

10. **Indemnification.** This corporation shall indemnify and may insure its officers and directors to the fullest extent permitted by law as currently in effect or as amended in the future.

11. **Debts of the Corporation.** The private property of the shareholders shall not be subject to payment of the corporate debts in any event.

12. **Conflict of Interest.** This corporation, expressly elects not to be governed by Florida Statutes Section 607.0901 (1991), as amended, relating to affiliated transactions. No contract or other transaction between this corporation and any other corporation, and no act of this corporation, shall in any way be affected or invalidated by the fact that any of the directors of this corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation. Any director individually, or any firm of which any director may be a member, may be party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any director of this corporation who is also a director or an officer of such other corporation, or who is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this corporation which shall authorize any such contract or transaction, with like force and effect as if he were not such a director or officer of such other corporation, or not so interested.

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IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 27 day of February, 1996.

Jeff T. Redfern
Jeff T. Redfern, Incorporator
Stanley E. Johnson Jr.
Stanley E. Johnson Jr., Registered Agent

STATE OF FLORIDA)

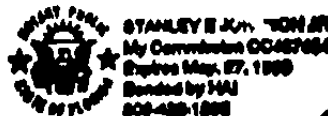
COUNTY OF DADE)

BEFORE ME, the undersigned authority personally appeared Jeff T. Redfern, to me known to be the person who executed the foregoing Articles of Incorporation, and he acknowledged to me that he executed such instrument.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 27 day of FEBRUARY, 1996.

Stanley E. Johnson Jr.
Notary Public
State of Florida

My Commission Expires:



STATE OF FLORIDA)

COUNTY OF DADE)

Before me, the undersigned authority personally appeared Stanley E. Johnson, Jr., to me known to be the person who executed the foregoing Articles of Incorporation, and he acknowledged to me that he executed such instrument.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 27 day of February, 1996.

Angeline G. Butler
NOTARY PUBLIC STATE OF FLORIDA

My Commission Expires:



ANGELINE G. BUTLER
My Commission CC621629
Expires Jan. 04, 2000

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STATE OF FLORIDA)
)
COUNTY OF DADE)

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The undersigned being the duly elected and acting Register Agent for TOURLITE INTERNATIONAL OF MIAMI, INC. does on behalf of TOURLITE INTERNATIONAL OF MIAMI, INC. certify that he is familiar with and accepts the duties and responsibilities as Register Agent for TOURLITE INTERNATIONAL OF MIAMI, INC.

By: Stanley E. Johnson, Jr.
Name: Stanley E. Johnson, Jr.
Title: Register Agent.

STATE OF FLORIDA)
)
COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 27 day
of February, 1996 by Stanley E. Johnson, Jr., who has produced
_____ as identification for TOURLITE INTERNATIONAL OF
MIAMI, INC. or ✓ is personally known by me.

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ANGELINE G. BUTLER
My Commission OC621838
Expires Jan. 04, 2000

Angeline G. Butler
Name: _____
Notary Public.