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3/27/96

FLORIDA DIVISION OF CORPORATIONS

9:49 AM

PUBLIC ACCESS SYSTEM

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109 EAST PALMER STREET MIAMI FL 33137
TALLAHASSEE, FL 32399 CONTACT: RAY STONER
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((H96000004390)) DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: CLUB VAN TOURS, INC.

FAX AUDIT NUMBER: H96000004390

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PREPARED BY:

B&L Business Legal, Inc.

141 NE 3RD AVE #206

Miami, FL 33132

305-373-6211

ELYANE BECHTINGER

ARTICLES OF INCORPORATION

FORWARDED BY:
B & L BUSINESS LEGAL, INC.
141 NORTH EAST 3RD AVENUE
SUITE 206 PMB 00000000
MIAMI, FL 33132 (305) 373-6211 FAX

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ARTICLE I - NAME

THE NAME OF THIS CORPORATION IS: CLUB VAN TOURS, INC.

WITH THE PRINCIPAL PLACE OF BUSINESS LOCATED AT:

2780 TIGER TAIL AVE. #207
COCONUT GROVE, FL. 33133

ARTICLE II - PURPOSE

THIS CORPORATION SHALL HAVE THE PERPETUAL EXISTENCE AND MAY ENGAGE IN ANY AND ALL LAWFUL BUSINESS UNDER THE LAWS OF THE UNITED STATES AND THE STATE OF FLORIDA.

ARTICLE III - CAPITAL STOCK

THIS CORPORATION IS AUTHORIZED TO ISSUE 1,000 SHARES OF ONE DOLLAR (\$ 1.00) PAR VALUE COMMON STOCK.

ARTICLE IV - PREEMPTIVE RIGHTS

EVERY SHAREHOLDER, UPON THE SALE FOR CASH OR ANY NEW COMMON STOCK OF THIS CORPORATION, SHALL HAVE THE RIGHT TO PURCHASE THEIR PRO RATA SHARE (AS NEARLY AS MAY BE DONE WITHOUT ISSUANCE OF FRACTIONAL SHARES) AT THE PRICE AT WHICH IT IS OFFERED TO OTHERS.

ARTICLE V - INITIAL REGISTERED OFFICE

THE STREET ADDRESS OF THE REGISTERED OFFICE OF THIS CORPORATION IS:

2780 TIGER TAIL AVE. #207
COCONUT GROVE, FL. 33133

THE NAME OF THE INITIAL REGISTERED AGENT OF THIS CORPORATION IS:

FERNANDO CARVALEO

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TALLAHASSEE, FLORIDA

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ARTICLE VI -- INITIAL BOARD OF DIRECTORS

THIS CORPORATION SHALL HAVE ¹ DIRECTOR(S) INITIALLY. THE NUMBER OF DIRECTORS MAY BE EITHER INCREASED OR DIMINISHED FROM TIME TO TIME THE BY-LAWS, BUT SHALL NEVER BE LESS THAN ONE (1). THE INITIAL DIRECTOR(S) OF THIS CORPORATION IS/ ARE:

FERNANDO CARVALHO
PRESIDENT & DIRECTOR

ARTICLE VII -- INCORPORATOR

THE NAME AND ADDRESS OF THE PERSON SIGNING THIS ARTICLE IS:

2780 TIGER TAIL AVE. #207
COCONUT GROVE, FL. 33133

ARTICLE VIII -- INDEMNIFICATION

THE CORPORATION SHALL INDEMNIFY ANY OFFICER OR DIRECTOR, OR ANY FORMER OFFICES OR DIRECTORS TO THE FULL EXTENT PERMITTED BY LAW.

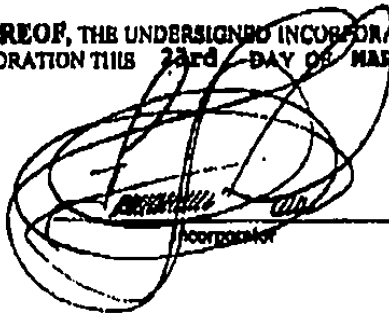
ARTICLE IX -- MANAGEMENT OF CORPORATION SHAREHOLDERS

ALL CORPORATE POWERS SHALL BE EXERCISED BY OR UNDER THE AUTHORITY OF, AND THE BUSINESS AND AFFAIRS OF THIS CORPORATION SHALL BE MANAGED UNDER THE DIRECTOR OF, SHAREHOLDERS OF THIS CORPORATION.

ARTICLE X -- BY LAWS

THE POWER TO ADOPT, AFTER, AMEND OR REPEAL BY-LAWS SHALL BE VESTED IN THE BOARD OF DIRECTORS AND THE SHAREHOLDER.

IN WITNESS WHEREOF, THE UNDERSIGNED INCORPORATOR HAS EXECUTED THESE ARTICLES OF INCORPORATION THIS 23rd DAY OF MARCH OF 1996.



A large, stylized handwritten signature, likely of Fernando Carvalho, is written over the signature line of the incorporation articles. The signature is written in dark ink and is somewhat circular in shape.

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STATE OF FLORIDA)
COUNTY OF DADE)

BEFORE ME, A NOTARY PUBLIC AUTHORIZED TO TAKE ACKNOWLEDGMENTS IN STATE
AND COUNTY SET FORTH ABOVE, PERSONALLY APPEARED,
FERNANDO CARVALHO

KNOWN TO ME TO BE THE PERSON WHO EXECUTED THE FOREGOING ARTICLES OF
INCORPORATION, AND HE ACKNOWLEDGED BEFORE ME THAT HE EXECUTED SAME.

IN WITNESS WHEREOF, I HAVE HEREUNDER SET MY HAND AND AFFIXED MY OFFICIAL
SEAL,

IN THE STATE AND COUNTY AFORESAID THIS 23RD DAY OF MARCH , 1996.


NOTARY PUBLIC
STATE OF FLORIDA AT LARGE

My commission expires:



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**CERTIFICATE DESIGNATING THE ADDRESS AND AN
AGENT UPON WHOM PROCESS MAY BE SERVED**

WITNESSETH:

THAT CLUB VAN TOURS, INC., DESIRING TO ORGANIZE UNDER
THE LAWS OF THE STATE OF FLORIDA, WHICH WILL HAVE ITS PRINCIPAL OFFICE IN THE
COUNTY OF DADE, STATE OF FLORIDA, HAS APPOINTED:
FERNANDO CARVALHO
AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN THE STATE.

ACKNOWLEDGMENT:

HAVING BEEN NAMED BY THE FIRST BOARD OF DIRECTORS OF:
CLUB VAN TOURS, INC.

TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE
DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THE CAPACITY OF
REGISTERED AGENT FOR SAID CORPORATION, AND AGREE TO COMPLY WITH THE
APPLICABLE PROVISION OF THE FLORIDA STATUTES, THIS 23 DAY OF MARCH, 1996.

Registered Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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