

WALLY G. KASSIS

6301 NW 5th Way

Suite 5000

Ft. Lauderdale, FL 33309

(954) 489-0220

P96000034908

Florida Department of State
Division of Corporation
Post Office Box 6327
Tallahassee, FL 32314

RE: Florida-Islands Tours, Inc.

Dear Sirs/Madames:

Enclosed please find an original and one (1) copy of the Articles of Incorporation with reference to the above-captioned matter.

Also enclosed please find my check in the amount of Seventy dollar (\$ 70.00) witch covers the following:

Charter filing : \$35.00

Registered Agent fee : \$35.00

900001787603
-04/19/96--01084--006
*****70.00 *****70.00

Kindly file same and return the copy to me marked "filed" to the above address. If I can be of further assistance to you regarding this matter please do not hesitate to call me .

Thank you in advance for your cooperation in this matter.

Very truly yours,



Wally G. Kassis

4/23/96

TB

Enclosures:

**ARTICLES OF INCORPORATION
OF
Florida-Islands Tours, Inc.**

FILED
JAN 19 1961
CLERK OF DISTRICT COURT
JAN 19 1961

The undersigned, for the purposes of forming a corporation under the FLORIDA GENERAL CORPORATION Act, hereby adopt the following Articles of Incorporation:

ARTICLE I: Name.

The name of this corporation is **Florida-Islands Tours, Inc.**

ARTICLE II: Duration.

This corporation shall have perpetual existence commencing on the date of filing of these Articles of Incorporation.

ARTICLE III: Purpose.

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV: Capital Stock.

The aggregate number of shares which corporation shall have to issue is 100, all of which shall be common shares with par value of \$1.00.

ARTICLE V: Preemptive Rights Granted.

Each shareholder of this corporation shall be entitled to full preemptive rights to purchase any unissued or treasury shares of the corporation and any securities of the corporation convertible into or carrying a right to subscribe to or acquire shares of any such unissued or treasury shares.

ARTICLE VI: Initial Registered Office and Agent.

The street address of the initial registered office of this corporation is:

4390 SW 154 Place
Miami, FL 33185

The name of the initial registered agent of this corporation at that address is:

Hassan DAYEKH

ARTICLE VII: Initial Board of Directors.

This corporation shall have one director constituting the initial board of directors. The number of directors may be either increased or decreased from time to time by the BY-LAWS. The name of the initial board of directors of this corporation are:

Hassan DAYEKH
President/ Secretary

ARTICLE VIII: Incorporators.

The name and street address of the person signing these Articles is:

Hassan DAYEKH
4390 SW 154 Place
Miami, FL 33185

ARTICLE IX: Indemnification.

The corporation shall indemnify any officer, director or any former officer or director, to the full extent permitted by law.

ARTICLE X: Amendment:

This corporation reserves the right to amend or repeal any provision in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE XI: BY-LAWS.

The power to adopt, alter, amend or repeal BY-LAWS shall be vested in the Board of Directors.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 11th day of April 1996

Signature of Incorporator: _____

HASSAN DAYEKH
Hassan Dayekh

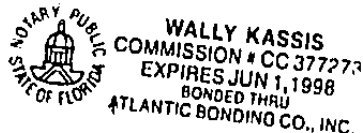
STATE OF FLORIDA
COUNTY OF PALM BEACH.

The foregoing instrument was acknowledged before me this 11th day of April 1996 by Hassan Dayekh on behalf of the corporation. He is personally known to me, and did take an oath.

NOTARY PUBLIC

Signature: _____

Wally G. Kassis
Wally G. Kassis



STATE OF FLORIDA
DEPARTMENT OF STATE

FILED
10-3-96
10-3-96
10-3-96

Certificate designating place of business or domicile for the service of process within Florida, naming agent upon process may be served.

In compliance with section 48.091, Florida Statutes, the following is submitted:

FIRST: **Florida-Islands Tours, Inc.** desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at : 4390 SW 154 Place, Miami, Florida 33185; has Hassan Dayekh as registered agent, located at 4390 SW 154 Place, Miami, Florida 33185 as its agent to accept service of process within Florida.

HASSAN DAYEKH
Hassan Dayekh
Incorporator

Dated: 4/11/96

ACCEPTANCE

The undersigned having been named to accept service of process for the above stated corporation at the place designated in the certificate, hereby agrees to act in this capacity, and further agrees to comply with the provisions of all statutes relatives to the proper performance of my duties.

HASSAN DAYEKH
Hassan Dayekh
Registered Agent

Dated: 4/11/96