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April 25, 1996

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

500001801395
-04/30/96--01083--016
****122.50 ****122.50

Re: Destinations Plus, Inc.

To whom this may concern:

Enclosed please find Articles of Incorporation as to the above named corporation.

I am also enclosing check in the amount of \$122.50 representing your filing fee. Please return the Certificate of Incorporation to the undersigned.

If you have any questions in this regard, please do not hesitate to contact me.

Very truly yours,



MARTIN E. PONS

MEP/aa

Enclosure

MAY 2 1996

BSB

FILED
95 APR 29 PM 2:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
DESTINATIONS PLUS, INC.

FILED
96 APR 29 PM 2:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is DESTINATIONS PLUS, INC., with its principal office at 200 South Biscayne Boulevard, Suite 4920, Miami, Florida 33131-2352.

ARTICLE II - DURATION

This corporation shall have perpetual existence, unless dissolved in accordance with the laws of the State of Florida.

ARTICLE III - PURPOSE

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

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue ten thousand (10,000) shares of ONE DOLLAR (\$1.00) par value common stock which shall be designated "COMMON SHARES".

ARTICLE V - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of transactional shares) at the price at which it is offered to others.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the

corporation is 200 South Biscayne Boulevard, Suite 4920, Miami, Florida 33131-2352, and the name of the initial registered agent of this corporation at that address is BRUCE G. HERMELEE.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) directors. The number of directors may be either increased or diminished from time to time by the bylaws but shall never be less than one. The names and addresses of the initial directors of this corporation are as follows:

ELIZABETH HERMELEE
200 S. Biscayne Blvd.
Suite 4920
Miami, Florida 33131-2352

NORMAN GOTTLIEB
200 S. Biscayne Blvd.
Suite 4920
Miami, Florida 33131-2352

ARTICLE VIII - INCORPORATION

The name and address of the person signing these articles is:

BRUCE G. HERMELEE
200 S. Biscayne Blvd.
Suite 4920
Miami, Florida 33131-2352

ARTICLE IX - BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and the shareholders.

ARTICLE X - CALLING OF SPECIAL MEETINGS

Special meetings of shareholders may be called by the Board of Directors or the holders of no less than one tenth of all the shares entitled to vote at the meeting.

ARTICLE XI - SHAREHOLDER QUORUM AND VOTING

person or by proxy, shall constitute a quorum at a meeting of shareholders.

If a quorum is present, the affirmative vote of the majority of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholder.

**ARTICLE XII - APPROVAL OF
SHAREHOLDERS REQUIRED FOR MERGER**

The approval of the shareholders of this corporation to any plan of merger shall be required in every case, whether or not such approval is required by law.

ARTICLE XIII - INDEMNIFICATION

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

ARTICLE XIV - AMENDMENT

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

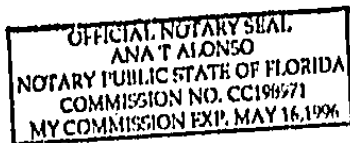
IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation, this 25th day, of April, 1996.


BRUCE G. HERMELEE

STATE OF FLORIDA
COUNTY OF DADE

The foregoing instrument was acknowledged before me this 25th day

day of April, 1996, by BRUCE G. HERMELEE, who is personally known to me.



Ana T. Alonso
SIGNATURE OF PERSON
TAKING ACKNOWLEDGMENT

Ana T. Alonso
NAME OF ACKNOWLEDGER TYPED,
PRINTED OR STAMPED

I, the undersigned, having been named as initial Registered Agent of the corporation in the foregoing Articles of Incorporation hereby accept said office and will serve in said capacity.

Bruce G. Hermelee
BRUCE G. HERMELEE
Registered Agent