

CR2E031(1/95)

ARTICLES OF INCORPORATION
OF
LINHA BRASIL INTERNATIONAL TRAVEL INC.

FILED
1967-8 PM 3:59
TALLAHASSEE, FLORIDA

The undersigned subscribers to these Articles of Incorporation, desiring to form a corporation under the laws of the State of Florida, do hereby accept all of the rights and privileges, benefits and obligations conferred and imposed by said laws and do hereby adopt the following Articles of Incorporation as the Charter of the Corporation hereby organized.

ARTICLE I
NAME

The name of the corporation shall be: LINHA BRASIL INTERNATIONAL TRAVEL INC.

ARTICLE II
DURATION

This corporation shall have perpetual existence, commencing upon the filing of these Article of Incorporation with the Department of State, of the State of Florida.

ARTICLE III
PURPOSE AND POWERS

This corporation is organized for the purpose of engaging in all lawful business permitted to a corporation organized under the Florida General Law and the laws of the United States of America and shall have all the powers set forth in said laws.

ARTICLE IV
CAPITAL STOCK

The amount of Capital Stock authorized shall consist of: Five Hundred (500) shares of common stock having a par value of One Dollar (\$1.00) per share, payable in lawful money of the United States of America, or in other property, tangible or intangible, or in labor or services actually performed for the corporation at a just valuation to be fixed by the Board of Directors or the Shareholders of this corporation.

ARTICLE V
INITIAL CAPITAL

The amount of capital with which this corporation shall begin business is not less than: Five Hundred dollars (\$500.00).

ARTICLE VI
INITIAL CORPORATE ADDRESS AND
INITIAL REGISTERED OFFICE AND AGENT

The initial street address of this corporation is: 220-71 Street, Suite 210, Miami Beach, Fl 33141.

The street address of the initial registered office of this corporation is: 220-71 Street, Suite 210, Miami Beach, Fl. 33141.

The name of the initial Registered Agent of this corporation at that address is: ANTONIO APARECIDO FIORAVANTE.

ARTICLE VII
INITIAL BOARD OF DIRECTORS

This corporation shall have One (1) Directors initially. The number of Directors may be either increased or decreased from time to time by action in accordance with the provisions of the By-Laws.

The name and address of the initial Director of this corporation is: IVO VERSIANI JUNIOR, of Rua Campos Sales 365, Apt. 902, Ribeirao Preto, Sao Paulo, Brazil.

ARTICLE VIII
INCORPORATOR

The name and address of the Incorporator of this corporation is: IVO VERSIANI JUNIOR of Rua Campos Sales 365, Apt. 902, Ribeirao Preto, Sao Paulo, Brazil.

ARTICLE IX
INDEMNIFICATION

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

ARTICLE X
AMENDMENT

Unless otherwise set forth herein, the corporation reserves the right, in accordance with the Florida General Corporation Law, to amend, alter, modify, or repeal any provision or provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the Shareholders is subject to this reservations.

IN WITNESS WHEREOF, the above named incorporator subscribed his name this 6th day of May, 1996.



IVO VERSIANI JUNIOR

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

Pursuant to the provisions of section 607.0501, Florida Statutes, the following is submitted: LINHA BRASIL INTERNATIONAL TRAVEL INC., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at Miami Beach, State of Florida, has named: ANTONIO APARECIDO FIORAVANTE, whose address is: 220-71 Street, Suite 210, Miami Beach, FL 33141. Agent to accept service of process within Florida.

Having been named as Registered Agent to accept services of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as Registered Agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


ANTONIO APARECIDO FIORAVANTE

Date: May 6, 1996.

ALL INFORMATION CONTAINED
HEREIN IS UNCLASSIFIED
DATE 05-06-96 BY 2559