

5/07/96

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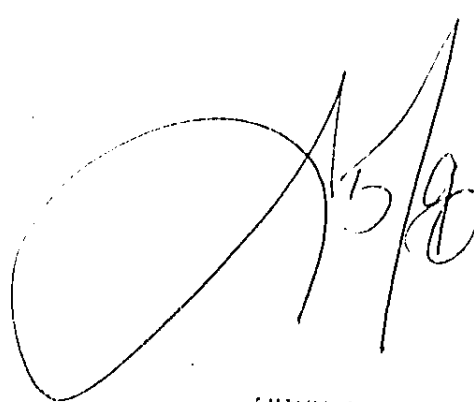
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ARTICLES OF INCORPORATION

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OF

TRAVEL "Y" PERKS, INC.

The undersigned, for the purpose of forming a corporation for profit under the laws of Florida, hereby adopts the following Articles of Incorporation.

Article I

NAME

The name of the corporation is Travel "Y" Perks, Inc., and the principal address shall be 5201 NW 185th Terrace, Miami, Florida 33055.

Article II

DURATION

The corporation shall exist perpetually. Corporate existence shall commence upon filing by the Department of the State.

Article III

NATURE OF BUSINESS

The Corporation may engage in any activity or business permitted under the laws of the United States and under the laws of the State of Florida.

Article IV

CAPITAL STOCK

(a) Authorized Capital. The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is one thousand (1,000) shares of stock with one dollar (\$1.00) par value. The consideration to be paid for each share of stock shall be fixed by the Board of Directors.

(b) Preemptive Rights. Shareholders shall have no preemptive rights.

(c) Cumulative voting. Cumulative voting shall not be permitted.

Carlton E. Morales, P.A.
1828 Ponce De Leon Blvd.
Coral Gables, FL 33134
(305) 444-1694
Florida Bar No. 995223

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Article V

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 5201 N.W. 185th Terrace, Miami, Florida 33055, and the name of the initial registered agent of this corporation at that address is Yazmina I. Barbosa.

Article VI

DIRECTORS

(a) Number. This corporation shall have three (3) directors initially. The number of directors may be increased or diminished from time to time by the by-laws, but shall never be less than one.

(b) Initial Directors. The name and street address of the directors of the corporation is:

Name	Address
Yazmina I. Barbosa, President	5201 NW 185th Terrace Miami, Florida 33055
Luzbin A. Barbosa-Vice-President and Treasurer	5201 NW 185th Terrace Miami, Florida 33055
Maria Martha Navarro - Secretary	10303 NW 9th St. Cr. #103 Miami, Florida 33172

(c) Compensation: The board of directors is hereby specifically authorized to make provisions for reasonable compensation to its members for their services as directors, and to fix the basis and conditions upon which such compensation shall be paid. Any director of the corporation may also serve the corporation in any other capacity and receive compensation therefore in any form.

(d) Indemnification. The board of directors is hereby specifically authorized to make provision for indemnification of directors, officers, employees and agents to the full extent permitted by law.

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Article VII

BYLAWS

The initial bylaws of this corporation shall be adopted by the directors. Bylaws shall be adopted, altered, amended or repealed from time to time by either the shareholders or the board of directors, but the board of directors shall not alter, amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the director.

Article VIII

INCORPORATOR

Yazmina I. Barbosa
5201 NW 185th Terrace
Miami, Florida 33055

Article IX

AMENDMENT

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

IN WITNESS WHEREOF, the incorporator has executed these Articles the 6th day of May, 1996.


Yazmina I. Barbosa, Incorporator

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State of Florida)
County of Dade) SS

The following instrument was acknowledged and personally known before me this
6th day of May, 1996.

Volanda Fernandez
Notary Public, State of Florida

My Commission Expires:



VOLANDA FERNANDEZ
My Commission 00488988
Expires Sep, 28, 1998
Bonded by AFB
889-888-8878

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

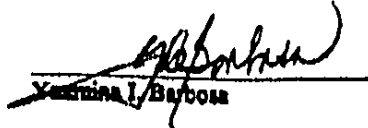
In compliance with Section 48,901, Florida Statutes, the following is submitted.

Travel "X" Perks, Inc. organizes or qualifies under the laws of the State of Florida, with its principal place of business at City of Miami, State of Florida, has named Yazmina I. Barbosa, located at: 5201 NW 185th Terrace, Miami, Florida 33055 as its agent and accept service of process within Florida.

Incorporator:


Yazmina I. Barbosa

Having been named to accept service of process for the above stated Corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.


Yazmina I. Barbosa

Date:

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