

5/15/96

FLORIDA DIVISION OF CORPORATIONS

2:42 PM

((H96000006891))

ELECTRONIC FILING SHEET

TO: DIVISION OF CORPORATIONS

FROM: FIRST CORP. AGENTS, INC.

STATE OF FLORIDA

8435 NW 53RD ST

29 EAST GABLES STREET

SUITE 8-100

ALLAHASSEE, FL 32399

MIAMI FL 33166-

FAX: (904) 922-4000

CONTACT: LIDIA FERNANDEZ

PHONE: (305) 599-0839

FAX: (305) 592-9591

((H96000006891))

DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: A.W. TOURS, INC.

FAX AUDIT NUMBER: H96000006891

CURRENT STATUS: REQUESTED

DATE REQUESTED: 05/15/1996

TIME REQUESTED: 14:42:19

CERTIFIED COPIES: 1

CERTIFICATE OF STATUS: 0

NUMBER OF PAGES: 3

METHOD OF DELIVERY: FAX

ESTIMATED CHARGE: \$122.50

ACCOUNT NUMBER: 071001002335

Note: Please print this page and use it as a cover sheet when submitting documents to the Division of Corporations. Your document cannot be processed without the information contained on this page. Remember to type the Fax Audit number on the top and bottom of all pages of the document.

((H96000006891))

** ENTER 'M' FOR MENU. **

5/15/96

FLORIDA DIVISION OF CORPORATIONS

2:42 PM

PUBLIC ACCESS SYSTEM

FILED
96 MAY 15 PM 4:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

[Handwritten signature]
6/15

DIVISION OF CORPORATIONS

96 MAY 15 PM 4:32

RECEIVED

ARTICLES OF INCORPORATION OFSECRETARY OF STATE
TALLAHASSEE, FLORIDA

96 MAY 15 PM 4:40

FILED

ARTICLE I - NAMEThe name of this corporation is A.W. TOURS, INC.ARTICLE II - PURPOSE

This corporation shall have 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 1000 of one dollar (\$1.00) par value common stock.

ARTICLE IV - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new common stock of this corporation, shall have the right to purchase his 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 AND AGENT

The present street address of the office of this corporation is 9600 S.W. 8th. STREET SUITE #7 MIAMI FL. 33174

The name of the initial Registered Agent of this corporation is ALINA RODRIGUEZ-SANCHEZ

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by the by-laws, but shall never be less than one (1). The initial director of this corporation is:

PRESIDENT-DIRECTOR:- ALINA RODRIGUEZ-SANCHEZ
9600 S.W. 8th. SUITE #7
MIAMI, FLORIDA 33174

Prepared by: E.C. PROFESSIONAL SERVICES
6850 Coral Way Ste. #206
Miami, FL 33155
(305) 665-8089

ARTICLE VII - INCORPORATOR

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

ALINA RODRIGUEZ - SANCHEZ
9600 SW. 8th. ST. # 7
MIAMI, FLORIDA 33174

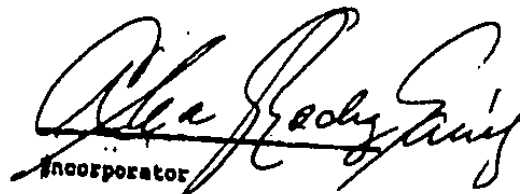
ARTICLE VIII - INDEMNIFICATION

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

ARTICLE IX - BY-LAWS

The power to adopt, alter, amend or repeal by-laws shall be vested in the Board of Directors and the Shareholders.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 10th. DAY OF MAY, 1996

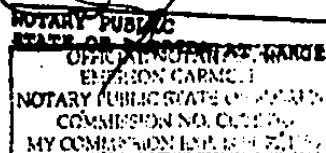

Incorporator

STATE OF FLORIDA)
COUNTY OF DADE)

BEFORE ME, a notary public authorized to take acknowledgments in the state and county set forth above, personally appeared ALINA RODRIGUEZ-SANCHEZ, known to me and known by 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 10th. DAY OF MAY, 1996

My Commission Expires:



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

WITNESSETH:

That A.W. 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 ALINA RODRIGUEZ-SANCHEZ
 State of Florida, as its agent to accept service of process
 within this state.

ACKNOWLEDGMENT:

Having been named by the first Board of Directors
 of A.W. 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 10th DAY of MAY, 1996.


 Registered Agent

FILED
 96 MAY 15 PM 4:40
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

P96000041941

TRANSMITTAL LETTER

DEPARTMENT OF STATE
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

AMENDMENT

FILED
95 OCT 21 AM 11:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Subject: A. W. TOURS

Enclosed please find an original and one (1) copy of the AMENDMENT
for the above corporation and the check in the amount of: \$35.00

700001992937--4
-10/31/96--01102--007
*****35.00 *****35.00

From: _____

Address: _____

City, State & Zip: _____

Telephone Number: _____

RECEIVED
95 OCT 21 PM 12:39
DIVISION OF CORPORATIONS

PLEASE MAIL TO: Fast Corp. Agents, Inc.
8405 N.W. 53rd St. Suite C-100
Miami, FL 33166
(305) 599-0839

If you have any questions please call
Lidia Fernandez (305) 599-0839

AM
RC
10-23

ARTICLES OF AMENDMENT
OF
A.W. TOURS, INC.

FILED
95 OCT 21 AM 11:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

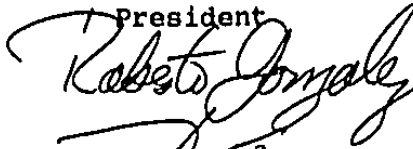
Pursuant to the provisions of section 607.1006, Florida Statutes, this corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment adopted: CHANGES OF ARTICLE No. VII

The officer of the Corporation shall be as follows:

ROBERTO GONZALEZ
1508 SW 143 PL
MIAMI, FL. 33184

President



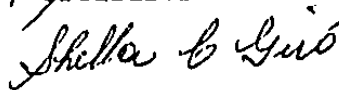
RODOLFO NIETO
15351 SW 43 TERR.
MIAMI FL 33185

Treasurer



SHELLA GIRO
8857 SW 12 ST
MIAMI FL 33174

Vice-President



ALINA SANCHEZ
13724 SW 14 ST
MIAMI FL 33184

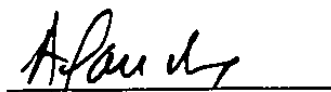
Secretary



SECOND: The date of each amendment's adoption 10/03/96

FOURTH: The amendments were approved by the shareholders and Directors. The number of votes cast for the amendments were sufficient for approval.

Signed this 03rd of October, 1996.


Alina Sanchez
President-Director

ARTICLES XI

We will add an Article XI to the Articles of Incorporation.

The name of the registered agent is as follows:

ROBERTO GONZALEZ
1508 SW 143 PL
Miami, Florida 33184

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINT- AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATION TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.


SIGNATURE

DATE

10/04/96

FILED
95 OCT 21 AM 11:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

P96000041941

2. REQUEST FOR ELECTRONIC FILING
A DIVISION OF CORPORATIONS

DDCU 5/01/97

FLORIDA

11:25 AM

PUBLIC ACCESS SYSTEM
ELECTRONIC FILING COVER SHEET

((H97000007177 3)))

TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4000

FROM: FAB-T CORP. AGENTS, INC.
CONTACT: LIDIA FERNANDEZ
PHONE: (305)599-0039

ACCT#: 071001002335

FAX #: (305)716-0346

NAME: A.W. TOURS, INC.

AUDIT NUMBER.....H97000007177

DOC TYPE.....BASIC AMENDMENT

CERT. OF STATUS..0

PAGES..... 2

DEL.METHOD.. FAX

EST.CHARGE.. \$35.00

CERT. COPIES.....0

NOTE: PLEASE PRINT THIS PAGE AND USE IT AS A COVER SHEET. TYPE THE FAX
AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

** ENTER 'M' FOR MENU. **

RECEIVED

97 MAY -1 AM 11:56

DIVISION OF CORPORATIONS

SH S/
Amend.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

97 MAY -1 PM 1:18

FILED

FILED
97 MAY -1 PM 1:18
SECRET
FALLS CHURCH VA
TALLAHASSEE FL
GONDA

ARTICLES OF AMENDMENT

OF

A.W. TOURS, INC.

Pursuant to the provisions of section 607.1006, Florida

Statutes, this corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment adopted: ARTICLE VI

The Board of Directors shall consist of a total ONE person, and the name and address of the persons who will serve as directors are:

ROBERTO GONZALEZ
1508 SW 143 PL.
MIAMI, FL. 33184

President

THIRD: The date of each amendment's adoption 04/23/97

THIRTH: The amendments were approved by the shareholders and Directors. The number of votes cast for the amendments were sufficient for approval.

Signed this 29th of April, 1997.


ROBERTO GONZALEZ
President

Prepared by: Roberto Gonzalez
1508 SW 143rd Pl.
Miami, FL 33184
(305) 228-0102

ARTICLES XI

We will add an Article XI to the Articles of Incorporation.

The name of the registered agent will not change and will remain being ROBERTO GONZALEZ and the following address is as follows:

ROBERTO GONZALEZ
1508 SW 143th PL.
MIAMI, FL. 33184

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINT- AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATION TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION.


AS REGISTERED AGENT.
SIGNATURE

DATE