

5/24/90

FLORIDA DIVISION OF CORPORATIONS

5:13 PM

((H90000007424))

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FROM: EMPIRE CORPORATE KIT COMPANY

DEPARTMENT OF STATE

493 W. FLAGLER ST

STATE OF FLORIDA

SUITE 200

409 EAST BARNES STREET

MIAMI FL 33135

TALLAHASSEE FL 32399

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PHONE: (305) 41-3666

FAX: (305) 41-3770

((H90000007424))

DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: OCEAN TOURS TRANSPORTATION, CORP.

FAX AUDIT NUMBER: H90000007424

CURRENT STATUS: REQUESTED

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NUM

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96 MAY 28 PM 12:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

[Handwritten signature]

FLORIDA DIVISION OF CORPORATIONS

96 MAY 28 AM 8:43

RECEIVED

H96000007424



PREPARED BY:
ELYANE BECHTINGER
Of L Business legal
41 NE 3rd Ave.
Suite 206
Miami, FL 33132
(305) 373-6211

ARTICLES OF INCORPORATION

ARTICLE I - NAME

THE NAME OF THIS CORPORATION IS: OCEAN TOURS TRANSPORTATION,

WITH THE PRINCIPAL PLACE OF BUSINESS LOCATED AT:

999 NE 167 STREET #405
N. MIAMI BEACH, FL. 33162

FILED
96 MAY 28 PM 12:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE II - PURPOSE

THIS CORPORATION SHALL HAVE THE 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 1,000 SHARES OF ONE DOLLAR (\$ 1.00) PAR VALUE COMMON STOCK.

ARTICLE IV - PREEMPTIVE RIGHTS

EVERY SHAREHOLDER, UPON THE SALE FOR CASH OR ANY NEW COMMON STOCK OF THIS CORPORATION, SHALL HAVE THE RIGHT TO PURCHASE THEIR 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

THE STREET ADDRESS OF THE REGISTERED OFFICE OF THIS CORPORATION IS:

999 NE 167 STREET #405
N. MIAMI BEACH, FL. 33162

THE NAME OF THE INITIAL REGISTERED AGENT OF THIS CORPORATION IS:

ROGER SPECK

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B & I

ARTICLE VI - INITIAL BOARD OF DIRECTORS

THIS CORPORATION SHALL HAVE ¹ DIRECTOR(S) INITIALLY. THE NUMBER OF DIRECTORS MAY BE EITHER INCREASED OR DIMINISHED FROM TIME TO TIME THE BY-LAWS, BUT SHALL NEVER BE LESS THAN ONE (1). THE INITIAL DIRECTOR(S) OF THIS CORPORATION IS/ ARE:

ROGER SPECK
PRESIDENT & DIRECTOR

ARTICLE VII - INCORPORATOR

THE NAME AND ADDRESS OF THE PERSON SIGNING THIS ARTICLE IS:

ROGER SPECK
143 SE 138T #8
BRICKELL VILLAGE
MIAMI, FL. 33130

ARTICLE VIII - INDEMNIFICATION

THIS CORPORATION SHALL INDEMNIFY ANY OFFICER OR DIRECTOR, OR ANY FORMER OFFICES OR DIRECTORS TO THE FULL EXTENT PERMITTED BY LAW.

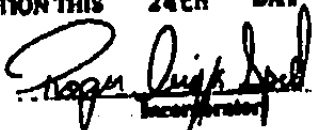
ARTICLE IX - MANAGEMENT OF CORPORATION SHAREHOLDERS

ALL CORPORATE POWERS SHALL BE EXERCISED BY OR UNDER THE AUTHORITY OF, AND THE BUSINESS AND AFFAIRS OF THIS CORPORATION SHALL BE MANAGED UNDER THE DIRECTOR OF, SHAREHOLDERS OF THIS CORPORATION.

ARTICLE X -- BY LAWS

THE POWER TO ADOPT, AFTER, AMEND OR REPEAL BY-LAWS SHALL BE VESTED IN THE BOARD OF DIRECTORS AND THE SHAREHOLDER.

IN WITNESS WHEREOF, THE UNDERSIGNED INCORPORATOR HAS EXECUTED THESE ARTICLES OF INCORPORATION THIS 24th DAY OF MAY OF 1996.


Incorporator

B & I

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

WITNESSETH:

THAT OCEAN TOURS TRANSPORTATION, CORP. 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:

ROGER SPECK

AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN THE STATE.

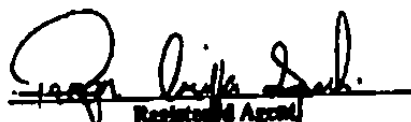
ACKNOWLEDGMENT:

HAVING BEEN NAMED BY THE FIRST BOARD OF DIRECTORS OF:
OCEAN TOURS TRANSPORTATION, CORP.

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:

24th DAY OF MAY

, 1996.


Registered Agent

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STATE OF FLORIDA)
COUNTY OF DADE)

BEFORE ME, A NOTARY PUBLIC AUTHORIZED TO TAKE ACKNOWLEDGMENTS IN STATE
AND COUNTY SET FORTH ABOVE, PERSONALLY APPEARED:

ROGER SPECK

KNOWN TO ME TO BE THE PERSON WHO EXECUTED THE FOREGOING ARTICLES OF
INCORPORATION, AND HE ACKNOWLEDGED BEFORE ME THAT HE EXECUTED SAME.

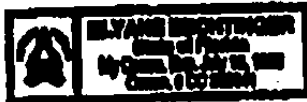
IN WITNESS WHEREOF, I HAVE HEREUNDER SET MY HAND AND AFFIXED MY OFFICIAL
SEAL,

IN THE STATE AND COUNTY AFORESAID THIS 24th DAY OF MAY, 1996.


NOTARY PUBLIC
STATE OF FLORIDA AT LARGE

FILED
96 MAY 28 PM 12:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

My commission expires:



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