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TALLAHASSEE, FL 32304

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July 12, 1996

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Secretary of State
Corporation Division
State of Florida
Tallahassee, Florida 32304

Re: Articles of Incorporation of T.P.S. TOURS, INC.

Gentlemen:

This is to advise you to send all information for the incorporation of T.P.S. TOURS, INC.
to the following address;

Price Advantage, Inc.
4417 N.W. 92nd. Ave.
Sunrise, Fl., 33317

Enclosed please find copy of the Articles of incorporation of T.P.S. TOURS, INC. and a
check in the amount of \$122.50 for the processing of this corporation. The check
represents payment of the following fees:

Filing fees	\$35.00
Registered agent	35.00
Certified copy	52.50

Total	<u>\$122.50</u>

Thank you,

Price Advantage, Inc.


Nadin Ruiz

MC 7-17-96

ARTICLES OF INCORPORATION
OF
T.P.S. TOURS, INC.

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96 JUL 15 AM 8:50
CLERK OF THE
COURT
DAVIE, FLORIDA

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be:

T.P.S. TOURS, INC.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

13771 s.w. 24th. Street
Davie, Florida 33325

ARTICLE III CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

100 Shares at \$1.00 per value.

ARTICLE IV INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

Carlos Lacerda
13771 s.w. 24th. Street
Davie, Florida 33325

ARTICLE V INCORPORATORS

The names and street addresses of the incorporators to these Articles of Incorporation are:

Ana Mello 13771 s.w. 24th. Street
Davie, Fl. 33325

**Juliana Schulz 13771 S.W. 24 St.
Davie, Fl. 33325**

**Carlos Schulz 13771 S.W. 24th. Street
Davie, Fl. 33325**

**Carlos Lacerda 13771 S.W. 24th. Street
Davie, Fl., 33325**

ARTICLE VI DIRECTORS

Ana Mello President

Juliana Schulz Vice-president

Carlos Schulz Treasure

Carlos Lacerda Secretary

ARTICLE VII NATURE OF BUSINESS

The general Nature of the Business to be transacted is as follows:

SECTION A: Tourist transportation to(from) airports and touristic places in the United States of America and its territories.

SECTION B: To export from and import into the U.S. and its territories and possessions and any and all foreign countries, as principal or Agents, merchandise of every kind and nature, and to purchase, sell and deal in and with merchandise of every kind of nature for exportation from and importation into the U.S. to and from all foreign countries thereto, and for exportation from and importation into any foreign country to and from any other foreign country thereto, and to purchase and sell domestic merchandise in domestic market and foreign merchandise in foreign markets and to do a general foreign and domestic importing and exportin business, and any legal transaction.

SECTION C: That of purchasing, leasing, renting, selling, holding and otherwise acquiring and disposing of real estate and personal property, both tangible and intangible and choses in action either as owner, broker, agent or factor.

SECTION D: In the purchase or adquisition of property, buainess rights of franchise, or for additional working capital, or for any other object in or about its business of affairs, and without limit as to amount, to incur debts, and to raise, borrow and secure the payment of money in any lawful manner, including the issue and sale or other disposition of bonds, warrants, debentures, obligations, negotiable and transferable instruments and evidence of indebtedness of all kinds, whether secured by mortgage, pledge, deed of trust, or otherwise.

SECTION E: To engage in the sales and commission business in the representation of factories, wholesalers and business wich require the use and services of a sales and commissions agency, and to do all things necessary in connection with the operation of a sales commission agency; as well as to engage in other similar and allied businesses incidental to a sale and commission agency, which said agency will operate both within and without the continental limits of the United states of America.

SECTION F: Generally, to make and perform contracts of any kind and description, and for the purpose of attaining any of the objects of the corporation, to do and perform any other act or things, and to exercise any and all powers which a co-partnership or natural person could do and exercise, and which are now, or hereafter may be authorized by law, and generally do and perform any and all things necessary or incidental to the performing or

carrying out of the powers hereinabove specifically delegated or implied.

The undersigned has (have) executed these Articles of Incorporation this 12 day of July, 1996.

Muller PRESIDENT
Signature/Title

Julian Schuler VICE PRESIDENT
Signature/Title

[Signature] TREASURE
Signature/Title

[Signature] SECRETARY
Signature/Title

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 807.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

1. The name of the corporation is: T.P.S. TOURS, INC.
2. The name and registered agent and office is:

CARLOS LACERDA
13771 S.W. 24TH. STREET
DAVIE, FLORIDA 33325

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Signature 

Title SECRETARY

Date 7-12-76

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 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 AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

Signature 

Date 7-12-76