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STATE OF FLORIDA
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PHONE: (305) 641-3894
FAX: (305) 641-3770

((H96000010306))) DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
NAME: SHALOM CRUISE & TRAVEL I, INC.
FAX AUDIT NUMBER: H96000010308 CURRENT STATUS: REQUESTED
DATE REQUESTED: 07/25/1996 TIME REQUESTED: 11:07:30
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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JUL-25-1996 12:21

H96000010306

ARTICLES OF INCORPORATION
OF
SHALOM CRUISE & TRAVEL I, INC.

96 JUL 25 PM 3:07
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

BY THESE ARTICLES OF INCORPORATION, the undersigned acting as incorporated pursuant to the Florida General Corporation Act, forms a corporation for profit.

ARTICLE I

The name of this corporation shall be SHALOM CRUISE & TRAVEL I, INC.

ARTICLE II

This corporation shall have its principal office at 1698 NE 164th Street, North Miami Beach, Florida 33162.

ARTICLE III

This corporation shall have perpetual existence unless sooner dissolved according to law.

ARTICLE IV

The purpose of this corporation is to transact any and all lawful business for which corporations may be incorporated under Chapter 607 of the Florida Statutes.

ARTICLE V

The aggregate number of shares of stock that this corporation shall have the authority to issue is 100 shares of common stock at a par value of \$1.00.

(954) 572-7969
Mindy R. Kraut, Esquire
8360 W. Oakland Park Blvd., #317
Sunrise, Florida 33351
Florida Bar No.: 342671

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ARTICLE VI

Every stockholder, upon the sale for cash or a new stock of this corporation, shall have the right to purchase his/her prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VII

The initial registered agent for this corporation is RINON GRETAH and the initial registered office is located at 1698 NE 164th Street, North Miami Beach, Florida 33162.

ARTICLE VIII

This corporation shall have a minimum of one (1) and a maximum of four (4) Directors constituting the Initial Board of Directors. The number of Directors may be either increased or decreased from time to time in accordance with the By-Laws but shall never be less than one (1). The name and address of each member of the initial Board of Directors of this Corporation is:

RINON GRETAH	850 NE 168th Street North Miami Beach, Florida 33162
YIGAL GRETAH	850 NE 168th Street North Miami Beach, Florida 33162

ARTICLE IX

The name and street address of each Incorporator is as follows:

RINON GRETAH	850 NE 164th Street North Miami Beach, Florida 33162
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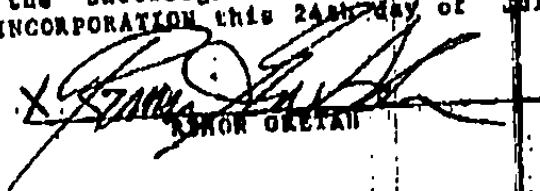
ARTICLE X

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

ARTICLE XI

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

IN WITNESS WHEREOF, the undersigned Incorporator has executed these ARTICLES OF INCORPORATION this 24th day of July, 1996.


INCORPORATOR

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CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
CONTOILE FOR THE SERVICE OF PROCESS WITHIN
THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

FILED
96 JUL 25 PM 3:07
CLERK OF DISTRICT COURT
TALLAHASSEE, FLORIDA

In compliance with Section 48.091 of the Florida Statutes
the following is submitted:

That SHALON CRUISE & TRAVEL I, INC., desiring to organize
under the laws of the State of Florida, with its principal
office, as indicated in the Articles of Incorporation, at 1698 NE
164th Street, City of North Miami Beach, County of Dade, State of
Florida, has named RYMON GRETAH, located at 1698 NE 164th Street,
City of North Miami Beach, County of Dade, State of Florida, as
its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the
above-named Corporation, at the place designated in this
certificate, the undersigned agrees to act in this capacity, and
agrees to comply with the provisions of Florida law relative to
keeping the designated office open.

BY: X


RYMON GRETAH, Registered Agent

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