

ALBERT R. WILBER, JR.

ATTORNEY AT LAW

805 BELVEDERE ROAD

WEST PALM BEACH, FLORIDA 33408

TELEPHONE (561) 833-1111
FAX (561) 833-1112

P960000 73698

August 20, 1996

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*****76.75 *****76.75

Department of State
Divisions of Corporations
P. O. Box 6327
Tallahassee, FL 32314-6327

RE: CARIBE TRAVEL SERVICES, INC.


Dear Sir or Madam:

Enclosed please find the original and one copy of the Articles of Incorporation of the above captioned corporation together with the executed acceptance of appointment of registered agent and this office's check in the amount of \$78.75 covering the following fees:

Filing Fee	\$ 35.00
Certificate of Good Standing	8.75
Registered Agent Designation	<u>35.00</u>
	\$ 78.75

Please file the original Articles of Incorporation, date and stamp the enclosed copy and return it with a Certificate of Good Standing letter to the undersigned.

Very truly yours,


ALBERT R. WILBER, JR.

ARW/hl
Enclosures

W96-18127865/1966
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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

August 28, 1996

ALBERT R. WILBER JR.
805 BELVEDERE ROAD
WEST PALM BEACH, FL 33406

SUBJECT: CARIBE TRAVEL SERVICES, INC.
Ref. Number: W96000018127

We have received your document for CARIBE TRAVEL SERVICES, INC. and check(s) totalling \$78.75. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The registered agent and registered office listed in your articles of incorporation must be consistent throughout the document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6878.

Terri Buckley
Corporate Specialist

Letter Number: 896A00040782

ALBERT R. WILBER, JR.
ATTORNEY AT LAW
805 BELVEDERE ROAD
WEST PALM BEACH, FLORIDA 33406
TELEPHONE (561) 832-1733
FAX (561) 832-1032

September 3, 1996

Terri Buckley
Corporate Specialist
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314


RE: CARIBE TRAVEL SERVICES, INC.

Dear Ms. Buckley:

Enclosed please find the original and a copy of the corrected Articles of Incorporation as per your letter of August 28, 1996, a copy of which is also attached.

I trust you will find this in order.

Very truly yours,



ALBERT R. WILBER, JR.

ARW/hl
Enclosures



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

August 28, 1996

ALBERT R. WILBER JR.
805 BELVEDERE ROAD
WEST PALM BEACH, FL 33406

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Terri Buckley
Corporate Specialist

Letter Number: 896A00040782

**ARTICLES OF INCORPORATION
OF
CARIBE TRAVEL SERVICES, INC.**

The Undersigned Incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I

The name of the corporation shall be: **CARIBE TRAVEL SERVICES, INC.**

ARTICLE II

The principal place of business and mailing address of this corporation shall be: **2555 N. Dixie Highway, Lake Worth, FL 33460.**

**ARTICLE III
CAPITAL STOCK**

The aggregate number of shares of stock the Corporation shall be authorized to create and issue is **1,000 shares of Common Stock** having a zero par value per share.

**ARTICLE IV
INITIAL REGISTERED AGENT AND OFFICE**

The name and address of the initial registered agent is: **SILIS G. SENCION, 2555 N. Dixie Highway, Lake Worth, FL 33460.**

**ARTICLE V
INCORPORATORS**

The name and street address of the incorporators to these Articles of Incorporation are: **SILIS G. SENCION, 525 El Prado Road, West Palm Beach, FL 33405, MOISES O. HEREDIA, 1505 Crosswind Circle, Orlando, FL 32825 and DIOGENES R. ARIAS TINEO, 525 El Prado Road, West Palm Beach, FL 33405.**

**ARTICLE VI
BOARD OF DIRECTORS**

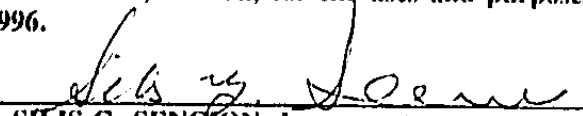
The powers of the Corporation shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be managed under the direction of, a Board of Directors. The number of directors may be increased or decreased by the shareholders from time to time as provided in the Bylaws of the Corporation.

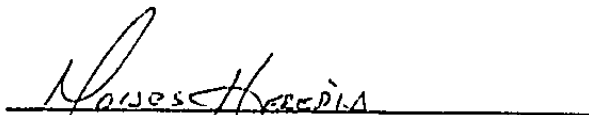
The names and street addresses of the initial directors who shall hold office the first year of the Corporation's existence or until their successor is elected, are: SILIS G. SENCION, 525 El Prado Road, West Palm Beach, FL 33405, MOISES O. HEREDIA, 1505 Crosswind Circle, Orlando, FL 32825 and DIOGENES R. ARIAS TINEO, 525 El Prado Road, West Palm Beach, FL 33405.

**ARTICLE VII
NATURE OF BUSINESS**

The Corporation may engage in or transact any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation.

IN WITNESS WHEREOF, the undersigned incorporators have made and subscribed these Articles of Incorporation at West Palm Beach, Florida, for the uses and purposes aforesaid, on this 20nd day of August, 1996.


SILIS G. SENCION, Incorporator


MOISES O. HEREDIA, Incorporator


DIOGENES R. ARIAS TINEO, Incorporator

STATE OF FLORIDA)

COUNTY OF PALM BEACH)

BEFORE ME personally appeared, SILIS G. SENCION, MOISES O. HEREDIA and DIOGENES R. ARIAS TINEO to me known to be the persons described and who produced Florida Drivers License S25-787-66-925-0, H630-554-65-3280 and ID# 92008537 (Passport) as identification and did not take an oath and who executed the foregoing Articles of Incorporation, and who freely and voluntarily acknowledged before me according to law that they made and executed the same for the uses and purposes therein mentioned and set forth.

In witness whereof, I have hereunto set my hand and official seal at West Palm

Bench, Florida this 20th day of August, 1996.



HENRYETTA L. WILBER
My Commission CC667806
Expires Jun. 26, 2000

Henryetta L. Wilber
Notary Public, State of Florida at Large

Henryetta L. Wilber
My Commission Expires: June 26, 2000

CERTIFICATE OF DESIGNATION

REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organizer 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, **CARIBE TRAVEL SERVICES, INC.**
2. The name and address of the registered agent and address is:

SILISG SENCION, 2555 N. Dixie Highway, Lake Worth, FL 33460.

SIGNATURE

Silis G. Sencion
SILIS G. SENCION

TITLE: Incorporator

DATE: August 20, 1996

HAVING BEEN NAMED AS A 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 I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE

Silis G. Sencion

DATE: August 20, 1996