

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904) 224-8870
 Mailing Address: Post Office Box 10349, Tallahassee, FL 32302
 TOLL FREE No. 1-800-342-8062
 FAX (904) 222-1222

NAME _____
 FIRM _____
 ADDRESS _____

PHONE () _____

Service: Top Priority _____ Regular _____
 One Day Service _____ Two Day Service _____

To us via _____ Return via _____

Master No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

TX!

RE: Fly-Tour Inc.

	G.O. FEE.	DISBURSED
☒ Capital Express™		
☒ Art. of Inc. File		
☐ Corp. Record Search		
☐ Ltd. Partnership File		
☒ Foreign Corp. File		
☐ () Cert. Copy(n)		
☐ Art. of Amend. File		
☐ Dissolution/Withdrawal		
☐ O U B.		
☐ Filiofous Name File		
☐ Name Reservation		
☐ Annual Report/Reinstatement		
☐ Pay. Agent Service		
☐ Document Filing		
☐ Corporate Kit		
☐ Vehicle Search		
☐ Driving Record		
☐ Document Retrieval		
☐ UCC 1 or 3 File		
☐ UCC 11 Search		
☐ UCC 11 Retrieval		
☐ File No.'s, _____ Copies		
☐ Courier Service		
☐ Shipping/Handling		
☐ Phone () _____		
☐ Top Priority		
☐ Express Mail Prep.		
☐ FAX () _____ pgs.		

SUBTOTALS

FEE.....	
DISBURSED.....	
SURCHARGE.....	
TAX on corporate supplies.....	
SUBTOTAL.....	
PREPAID.....	
BALANCE DUE.....	

REQUEST TAKEN CONFIRMED APPROVED

DATE _____

TIME _____ CK No. _____

BY [Signature]

WALK-IN Will Pick Up 9/10 12:30

AB 9/10

Please remit invoice number with payment
 TERMS: NET 10 DAYS FROM INVOICE DATE
 1 1/2% per month on Past Due Amounts
 Past 30 Days, 18% per Annum.

THANK YOU
 from
 Your Capital Connection

FILED
 96 SEP 10 PM 3:10
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA
 RECEIVED
 96 SEP 10 AM 11:42
 DIVISION OF CORPORATION

FILED
96 SEP 10 PM 3:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION OF FLYTOUR INC.

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

Article I, Name

The name of the corporation shall be:
Flytour Inc.

Article II, Mailing Address

The mailing address of this corporation shall be:
7156 Somersworth Drive - Orlando, FL, 32835.

Article III, Shares

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:
1000 Shares with \$ 1.00 Par Value.

Article IV, Initial Registered Agent and Street Address

The name and address of the initial registered agent is:
Edegar A. Pinto
5850 Lakehurst Drive suite 100, Orlando, FL, 32819.

Article V, Incorporator.

The name and address of the Incorporator to these Articles of Incorporation is:

Donald A. Sutton
Address

5850 Lakehurst Drive suite 100, Orlando, FL., 32819.

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Article VI, Purpose.

The purpose of this corporation shall be to operate in the tour and travel arena as well as to commerce, sell, buy, import and export all types of merchandise goods and services, as well as to be the representative of other companies if so is desired. This Corporation will trade with international and national corporations and individuals alike, always respecting the regulations existing in those areas. These objectives should not affect the capability to do all other businesses under the Laws of the United States of America and the State of Florida.

Article VII, Initial Board of Directors and Officers.

The names and Post Office Addresses of the members of the first board of directors and Officers are:

**Pedro Emilio Duarte Porto - President and Director
and**

Marilia Cristiane Rabelo Porto - Vice-President, Treasurer, and Director

Postal address at:

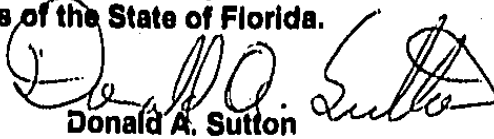
7156 Somersworth Drive, Orlando, FL, 32835.

Continuation, Page 3

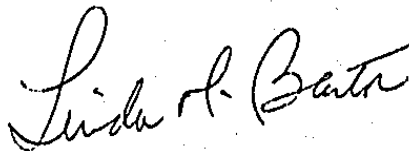
Affidavit

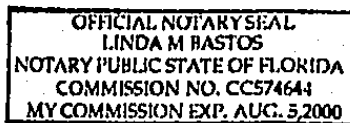
State of Florida, Orange County.

Before me this day personally appeared Donald A. Sutton, who being duly sworn, depose and say that he is the incorporator of Flytour Incorporated and is hereby duly authorized, responsible and apt to incorporate according to the Statutes of the State of Florida.


Donald A. Sutton

Sworn to and subscribed before me this September 09, 1996.





**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

FILED
96 SEP 10 PM 3:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PURSUANT TO THE PROVISIONS OF SECTION 807.0501 or 817.0501, FLORIDA
STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS
OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIG-
NATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF
FLORIDA.

1. The name of the corporation is: FLYTOUR INC.

2. The name and address of the registered agent and office is:

Edegar A. Pinto

(Name)

5850 Lakehurst Drive - Suite 100

(P.O. Box not acceptable)

ORLANDO, FL 32819

(City/State/Zip)

DONALD A. SUTTON
Notary Public, State of Florida
My Comm. Expires May 31, 1998
No. CC 376691
Record Time: Official Notary Service

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 perfor-
mance of my duties, and I am familiar with and accept the obligations of my position
as registered agent.

E.A. Pinto

(Signature)

EDEGAR A. PINTO

Donald A. Sutton

STATE OF FLORIDA

COUNTY OF ORANGE

The foregoing instrument was acknowledged before
me this 9 day of SEP, 1996, by EDEGAR

A. PINTO

Personally Known X OR Produced Identification

Type of Identification Produced