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TRANSMITTAL LETTER

September 11th 1996

Department of State
Division of Corporations
P O Box 6327
Tallahassee, Fla. 32314

SEP 11 1996
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****122.50 ****122.50

Dear Sir

Enclosed please find Articles of Incorporations and the Designation and Acceptance of registered Agent for filing, together with our check in the amount of \$ 122.50 to cover the filing fee, certified copy charge, designation of registered agent, and charter tax

I have also enclosed an additional copy of the Articles of Incorporation which I would appreciate having certified and returned to have the above address

Sincerely,

DESILE BERTRAND
13000 North Miami Ave.
Miami, Florida 33183


DESILE BERTRAND


MARIE MARLENE CAMILLE BERTRAND

B. REGISTER 'SEP 1 8 1996

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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**ARTICLES OF INCORPORATION
OF
DELEN TRAVEL AGENCY INC.**

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida

**ARTICLE I
NAME**

The name of the corporation shall be: DELEN TRAVEL AGENCY INC.

**ARTICLE II
NATURE OF BUSINESS**

This corporation may engage in or transact any and all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, county, territory or nation.

**ARTICLE III
CAPITAL STOCK**

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 500 shares of common stock having a par value of \$1.00 per share.

**ARTICLE IV
ADDRESS**

The street address of the initial registered office of the corporation shall be: 13000 North Miami Avenue MIAMI, FLORIDA 33168, and the name of the initial Registered Agent for the corporation at that address is MR. Desile Bertrand

**ARTICLE V
SPECIAL PROVISIONS**

The stock of this corporation is intended to qualify under the requirements of section 1244 of the Internal Revenue Code and the regulations issued thereunder. Such actions as may be necessary shall be deemed to have been taken by the appropriate officers to accomplish this compliance.

**ARTICLE VI
TERM OF EXISTENCE**

This corporation shall exist perpetually

**ARTICLE VII
LIMITATION OF LIABILITY**

Each director, stockholder and officer, in consideration for his services, shall, in the absence of fraud, be indemnified, whether then in office or not, for the reasonable cost and expenses incurred by him in connection with the defense of, or for advice concerning any claim asserted or proceeding brought against him by reason of his being or having been a director, stockholder or officer of the corporation or any subsidiary of the corporation, whether or not wholly owned, to the maximum extent permitted by law. The foregoing right indemnification shall be inclusive of any other rights to which any director, stockholder or officer may be entitled as a matter of law

**ARTICLE VIII
SELF DEALING**

No contract or other transaction between the corporation and other corporations, in the absence of fraud, shall be affected or invalidated by the fact that any one or more directors of the corporation is or are interested in a contract or transaction, or are directors or officers of any other corporation, and any director or directors, individually or jointly, may be a party or parties to, or may be interested in such contract, act or transaction, or in any way connected with such person or person's firm or corporation, and each and every person who may become a director of the corporation is hereby relieved from any liability that may otherwise exist from this contracting with the corporation for the benefit of himself or any firm, association or corporation in which he may be in anyway interested. Any director of the corporation may vote upon any transaction with the corporation without regard to the fact that he is also a director of such subsidiary or corporation.

This corporation shall have a minimum of one director. The initial Board of Directors shall consist of:

DESILE BERTRAND

PRESIDENT

MARIE MARLENE CAMILLE BERTRAND

VICE-PRESIDENT

**ARTICLE IX
INCORPORATOR**

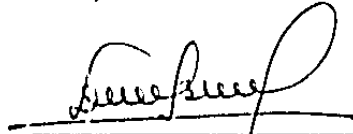
The names and addresses of the incorporators are:

DESILE BERTRAND
13000 N. Miami Avenue MIAMI, FL. 33168

MARIE MARLENE CAMILLE BERTRAND
13000 N. Miami Avenue MIAMI, FL. 33168

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal on
this 11th day of September, 1996

Incorporator



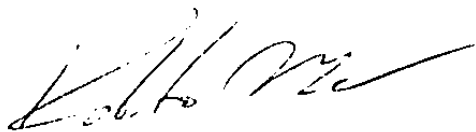
DESILE BERTRAND



MARIE MARLENE CAMILLE BERTRAND

STATE OF FLORIDA
COUNTY OF DADE

The foregoing instrument was executed and acknowledged before me this 11th.
day of September, 1996.



Roberto Martinez
Notary Public, State of Florida
My commission Expires on June 27th. 1998.



DESIGNATION OF AND ACCEPTANCE
BY REGISTERED AGENT

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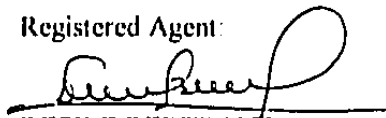
The following is submitted in compliance with the laws of the State of Florida, a corporation organizing under the laws of State of Florida, with its principal office located at 13000 N. Miami Avenue MIAMI, FLORIDA 33168

DELEN TRAVEL AGENCY, has named DESILE BERTRAND whose address is 13000 N MIAMI Ave MIAMI, FL 33168 as its agent to accept service process within this State

ACCEPTANCE:

I agree as Registered Agent to accept service of process, to keep the office open during prescribed hours; to post my name (and any other officers of said corporation authorized to accept service of process at the above designate address) in some conspicuous place in the office as required by law.

Registered Agent:

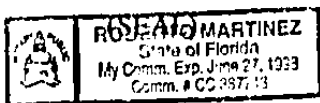

DESILE BERTRAND

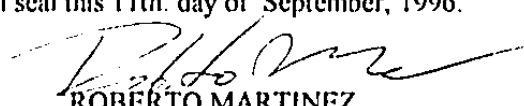
STATE OF FLORIDA

COUNTY OF DADE

BEFORE ME, the undersigned authority, this day personally appered DESILE BERTRAND who, after being duly sworn, deposes and says that the facts and matters contained above are true and correct, and that he has executed the same for the purposes expressed herein.

WITNESS my hand and official seal this 11th. day of September, 1996.




ROBERTO MARTINEZ
NOTARY PUBLIC, STATE OF FLORIDA
My Commision Expires on: June 27, 1998.