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LAW OFFICES
TONY PORNPRINYA
10800 BISCAYNE BOULEVARD, SUITE 645
MIAMI, FLORIDA 33161
TELEPHONE: (305) 893-8989
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September 18, 1996

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

700001954587
-09/24/96--01083--008
*****122.50 *****122.50

RE: Quest Travel and Tours, Inc.


Dear Sir or Madam:

Enclosed you will please find an original and one (1) copy of the Articles of Incorporation of the above mentioned corporation and a check in the amount of \$122.50. The check covers the filing fee, designation of registered agent and a certified copy. Please return the filed articles and the certified copies to this office:

Tony Pornprinya
Law Offices of Tony Pornprinya
10800 Biscayne Boulevard, Suite 645
Miami, Florida 33161

If there are any questions please call Tony at 305-893-8989. Thank you.

Sincerely,


Tony Pornprinya

PTP/fc

SEP 24 1996

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
QUEST TRAVEL AND TOURS, INC.**

The undersigned incorporators, for the purpose of forming a corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation.

**ARTICLE I
NAME**

The name of the corporation shall be:

**QUEST TRAVEL AND TOURS, INC.
(the "Corporation").**

**ARTICLE II
PRINCIPAL OFFICE**

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

10800 Biscayne Boulevard, Suite 645
Miami, Florida 33161

**ARTICLE III
SHARES**

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

One Thousand Shares of capital stock, \$1.00 par value.

**ARTICLE IV
INITIAL REGISTERED AGENT AND STREET ADDRESS**

The name and address of the initial registered agent is:

Tony Pornprinya
10800 Biscayne Boulevard, Suite 645
Miami, Florida 33161

**ARTICLE V
INCORPORATOR**

The name and street address of the incorporators to these Articles of Incorporation are:

Tony Pornprinya
10800 Biscayne Boulevard, Suite 645
Miami, Florida 33161

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TALLAHASSEE, FLORIDA

ARTICLE VI

Every shareholder, upon the sale for cash of any new stock of this Corporation of the same kind, class, or series as that which he already holds, shall have the right to purchase his pro rata share thereof at the price at which it is offered to others.

ARTICLE VII

The Corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE VIII


The number of directors constituting the initial Board of Directors of the Corporation is one (1) and the name and address of the person whom are to serve as the initial directors are:

SATHIT BOONYAVAIROJ
10800 Biscayne Boulevard, Suite 645
Miami, Florida 33161

ARTICLE IX - SPECIAL PROVISIONS

It is the intent of the incorporator that the Corporation will qualify under Section 1244 of the Internal Revenue Code and that the Corporation will file a Subchapter S Corporation.

The undersigned incorporator has executed these Articles of Incorporation this 18th day of September, 1996.



Tony Pornprinya
Incorporator

CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 or 617.0501, 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:

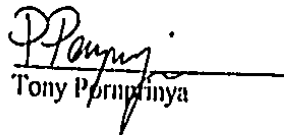
QUEST TRAVEL AND TOURS, INC.

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

Tony Pornprinya
10800 Biscayne Boulevard, Suite 645
Miami, Florida 33161

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TALLAHASSEE, FLORIDA

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 I am familiar with and accept the obligations of my position as registered agent.


Tony Pornprinya