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TO: DIVISION OF CORPORATIONS

FAX #: (904) 922-4001

FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
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JAMB: ALL-CARIBE TRVL & TOURS, INC.

AUDIT NUMBER.....H96000013495

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

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ARTICLES OF INCORPORATION

OF

ALL - CARIBE TRAVEL AND TOURS, INC.

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THE UNDERSIGNED, acting as Incorporator of a Corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such Corporation:

ARTICLE I

The name of the Corporation is All - Caribe Travel and Tours, Inc. and its mailing address is 13613 S.W. 26th Street, Miami, Florida 33175.

ARTICLE II

This Corporation shall have perpetual existence.

ARTICLE III

This Corporation is organized for the purpose of transacting any and all lawful business for which a Corporation may be incorporated in the State of Florida.

THIS INSTRUMENT PREPARED BY:

Angel F. Leal, Jr., Esq.
Attorney At Law
Florida Bar Number: 0222584
7520 S.W. 57th Avenue
Suite B
Miami, FL 33143

(305)669.0008

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ARTICLE IV

The aggregate number of shares which the Corporation is authorized to issue is 100 shares. Such shares shall be of single a class, and shall be without par value.

ARTICLE V

The street address of the initial Registered Office of the Corporation is 13613 S.W. 26th Street, Miami, Florida 33175.

ARTICLE VI

This Corporation shall have three (3) directors initially. The number of directors may be either increased or decreased from time to time by an amendment of the bylaws of the Corporation in the manner provided by law, but shall never be less than one. The names and addresses of the initial directors of this Corporation are:

Mr. Alejandro Ponce
Mr. Fernando Medina
Mr. Felipe Capetillo

13613 S.W. 26th Street
Miami, FL 33175
13613 S.W. 26th Street
Miami, FL 33175
13613 S.W. 26th Street
Miami, FL 33175

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ARTICLE VII

The name and addresses of the initial officers of the Corporation are:

<u>Name</u>	<u>Position</u>	<u>Address</u>
Mr. Alejandro Ponce	President	13613 S.W. 26 St. Miami, FL 33175
Mr. Fernando Medina	Vice-President	13613 S.W. 26 St. Miami, FL 33175
Mr. Felipe Capetillo	Secretary	13613 S.W. 26 St. Miami, FL 33175
Mr. Felipe Capetillo	Treasurer	13613 S.W. 26 St. Miami, FL 33175

ARTICLE VIII

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

Mr. Alejandro Ponce	13613 S.W. 26 St. Miami, FL 33175
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ARTICLE IX

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

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IN WITNESS WHEREOF, the undersigned Incorporator and Registered Agent have executed these Articles of Incorporation this 13th day of September, 1996.

A. Ponce
Mr. Alejandro Ponce, INCORPORATOR

Raul Roman
Mr. Raul Roman, REGISTERED AGENT

STATE OF FLORIDA :

COUNTY OF DADE :

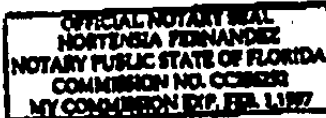
The foregoing instrument was acknowledged before me this 13th day of September, 1996 by Mr. Alejandro Ponce who is personally known to me or who has produced his Mexican passport, #316031613 as identification and who did (did not) take an oath.

MY COMMISSION EXPIRES:

Raul Roman
NOTARY PUBLIC, STATE OF FL

STATE OF FLORIDA:

COUNTY OF DADE :



The foregoing instrument was acknowledged before me this 13th day of September, 1996 by Mr. Raul Roman who is personally known to me or who has produced his Florida Driver's License #R980722-E-408 as identification and who did (did not) take an oath.

MY COMMISSION EXPIRES:

Raul Roman
NOTARY PUBLIC, STATE OF FL



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**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT
UPON WHOM PROCESS MAY BE SERVED:**

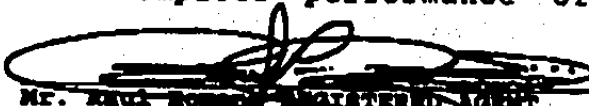
In compliance with Section 48.091 Florida Statutes, the following is submitted:

That All - Caribe Travel and Tours, Inc., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business in the City of Miami, County of Dade and State of Florida, has named Mr. Raul Roman, located at 13613 S.W. 26th Street, Miami, Florida 33175, as its agent to accept service of process within Florida.


MR. RAUL ROMAN, REGISTERED AGENT

DATED: SEPTEMBER 13, 1996

HAVING BEEN NAMED to accept service of process for the above Corporation, at the place designated in this Certificate, I hereby agree to accept and act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.


MR. RAUL ROMAN, REGISTERED AGENT

DATED: September 13, 1996

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