

BARBARA B. GIMENEZ

ATTORNEY AT LAW
470 LINCOLN ROAD
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MIAMI BEACH, FLORIDA 33139

PHONE (305) 531-2545
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October 1, 1996

96000084950

Division of Corporations
P.O. Box 127
Tallahassee, Florida 32314

Re: Incorporation - Dolphin Travel & Tours, Inc., a Florida corporation

Dear Sir/Madam:

Enclosed please find the following:

1. Original and one copy of the Articles of Incorporation for Dolphin Travel & Tours, Inc.;
2. My check in the amount of \$122.50, which represents your filing fees and costs.

Please return a stamped copy of the Articles of Incorporation to our office at your earliest convenience.

Thank you for your usual courtesies in this and all matters.

Very truly yours,

Barbara B. Gimenez

BBG/lde
Enclosures as noted.
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ARTICLES OF INCORPORATION
OF
DOLPHIN TRAVEL & TOURS, INC.

The undersigned, acting as incorporator(s) of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation.

ARTICLE I
NAME OF CORPORATION

The name of the corporation shall be
DOLPHIN TRAVEL & TOURS, INC.

ARTICLE II
DURATION

This corporation is to have perpetual existence.

ARTICLE III
NATURE OF BUSINESS

The purpose of this corporation is to engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV
CAPITAL STOCK

The corporation is authorized to issue one thousand (1,000) shares all at One (\$1.00) Dollar par value. The consideration to be paid for each share of stock shall be fixed by the Board of Directors.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE V
CORPORATE ADDRESS

The initial street address in the State of Florida of the principal office of this corporation is as follows:

145 North Shore Drive, No. 6
Miami Beach, Florida 33141

ARTICLE VI
INITIAL REGISTERED AGENT

The initial Registered Agent of this corporation is as follows:

MARIA E. GONZALEZ

ARTICLE VII
INITIAL BOARD OF DIRECTORS

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 By-laws of the corporation in the manner provided by law, but shall never be less than one (1).

NAME(S)

ADDRESS(ES)

MARIA E. GONZALEZ

145 North Shore Drive, No. 6
Miami Beach, Florida 33141

CONNIE CONBOY

145 North Shore Drive, No. 6
Miami Beach, Florida 33141

MYRIAM GONZALEZ

145 North Shore Drive, No. 6
Miami Beach, Florida 33141

ARTICLE VIII
INCORPORATORS

The name(s) and address(es) of the Incorporator(s) signing these Articles is/are:

NAME(S)

ADDRESS(ES)

MARIA E. GONZALEZ

145 North Shore Drive, No. 6
Miami Beach, Florida 33141

ARTICLE IX
AMENDMENT OF BY-LAWS

The power to adopt, alter, amend or appeal the By-Laws of this corporation shall be vested in the Board of Directors and shall be by majority vote.

ARTICLE X
INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE XI
INFORMAL ACTION OF DIRECTORS

If all the directors severally or collectively consent in writing to any action taken or to be taken by the corporation and the writings evidencing their consent are filed with the Secretary of the corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

ARTICLE XII
AMENDMENT OF ARTICLES

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.

IN WITNESS WHEREOF, the undersigned incorporator(s) has/have executed these Articles of Incorporation, for the purpose of forming a corporation for profit under the laws of the State of Florida.

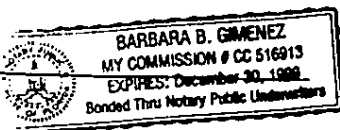
Maria E. Gonzalez
MARIA E. GONZALEZ

STATE OF FLORIDA)
) ss
COUNTY OF DADE)

I HEREBY CERTIFY that on this day, before me, a Notary Public, duly authorized to take acknowledgements, personally appeared MARIA E. GONZALEZ to me well known to be the person(s) described in and who executed the foregoing Articles of Incorporation, as incorporator(s) and acknowledged before me that he/they subscribed to said Articles of Incorporation.

WITNESS my hand and seal this 30th day of September, 1996.

My Commission Expires:



[Signature]
NOTARY PUBLIC
State of Florida at Large

REGISTERED AGENT CERTIFICATE

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

FIRST - That DOLPHIN TRAVEL & TOURS, INC., desiring to organize under the laws of the State of Florida, with its principal offices as indicated in the Articles of Incorporation, in the City of Miami, County of Dade, State of Florida, has named **MARIA E. GONZALEZ**, located at 145 North Shore Drive, No. 6, Miami Beach, Florida 33141, as its registered agent to accept service of process.

ACKNOWLEDGEMENT

Having been named to accept service of process for the above stated corporation, at the place designated in this Certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said Act relative to keeping said office open.

Maria E. Gonzalez
MARIA E. GONZALEZ

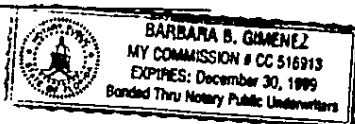
STATE OF FLORIDA)
COUNTY OF DADE)

I HEREBY CERTIFY that on this day, before me, a Notary Public, duly authorized to take acknowledgements, personally appeared **MARIA E. GONZALEZ** to me well known to be the person(s) described in and who executed the foregoing Articles of Incorporation, as incorporator(s) and acknowledged before me that he/they subscribed to said Articles of Incorporation.

WITNESS my hand and seal this 30th September, 1996.

My Commission Expires:

N:Dolphin.ART



[Signature]
NOTARY PUBLIC
State of Florida at Large

FILED
96 OCT 11 PM 3:16
SECRETARY OF STATE
TALLAHASSEE FLORIDA