

800 - 342 - 8086



networks

**PRODUCT HALL
LOCAL & FINANCIAL SERVICES**

ACCOUNT NO. 072100000032

REFERENCE : 124109 7117451

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : October 17, 1996

ORDER TIME : 2:53 PM

ORDER NO. : 124109-020

CUSTOMER NO: 7117451

CUSTOMER: Mr. Guillermo Jarramillo
GLOBAL WORLD-WIDE BANKERS
TRUST CORP.
Suite 207
180 N.e. 39th Street
Miami, FL 33137

DOMESTIC FILING

NAME: WORLD-WIDE AMERICA
TRAVEL CORP.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX _____ CERTIFIED COPY
 _____ PLAIN STAMPED COPY
 _____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: W. Charles Earnest

EXAMINER'S INITIALS:

TELEPHONE: FLORIDA

55 OCT 18 Fri 2:09

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100-441770
910 T 19 F 12-65
100-441770

ARTICLES OF INCORPORATION

OR

WORLD-WIDE AMERICA TRAVEL CORP.

FILED

96 OCT 18 PM 2:09

IN THE COUNTY OF FLORIDA

The undersigned subscribers to these Articles of Incorporation, desiring to form a corporation under the laws of the State of Florida, do hereby accept all of the rights and privileges, benefits and obligation conferred and imposes by said laws and do hereby adopt the following Articles of Incorporation as the Charter of the Corporation hereby organized.

ARTICLES I

CORPORATE NAME

The names of this Corporation shall be

WORLD-WIDE AMERICA TRAVEL CORP.

ARTICLE II

TERMS OF EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE III

PURPOSES AND POWERS

This Corporation is organized for the purpose of engaging in all lawful business permitted to corporation organized under the Florida General Corporation Act, as in effect from time to time.

The Corporation shall have all the powers set forth in the Florida General Corporation Act, as in effect from time to time and including but not limited to the following powers:

A) To conduct and operate a business engaged, in any lawful manner, among other thing, in the purchasing, leasing or otherwise to acquire all kind of automobiles, trucks, equipment's, parts and accessories, and to sale, import, export convey, repair, exchange, lease and otherwise to dispose of such automobiles, equipment's and merchandise, without limitation.

B) To construct, erect, repair and remodel buildings and structures of all types for itself and others and to manufacture, purchase or otherwise acquire, and to own mortgage, pledge, sell, assign, transfer or otherwise dispose of, and to invest in, trade in deal in and with goods, wares, merchandise, personal property and services of every class, kind and description.

C) To act as a broker, agent or factor for any person, firm or corporation.

D) To purchase, lease or otherwise acquire real and personal property and leaseholds thereof and interests therein, and to own, hold, manage, develop, improve, equip, maintain and operate and to sell, convey, exchange, lease or otherwise alienate and dispose of, and to mortgage, pledge or otherwise encumber any and all such property and any and all legal and equitable rights thereunder and interest herein.

E) To borrow or raise money for any of the purposes of the Corporation and from time to time without limit as to amount to draw, make, accept, endorse, execute and issue promissory notes, drafts, bills of exchange, warrants, bonds, debentures and other negotiable and nonnegotiable instruments and evidences of indebtedness, and to secure payment thereof and any interest therein by mortgage, pledge, creation of a security interest, conveyance or other assignment in trust, in whole or in part, of the assets of the Corporation, real, personal or mixed, including contract rights, whether at the time owned or thereafter acquired.

F) To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock or any bonds, security, or other evidences of indebtedness created by any other corporation of the State of Florida or any other state or government; and while owner of such stock to exercise all the rights, powers and privileges of ownership, including the rights to vote such stock.

G) To enter into make, perform and carry out contracts and arrangements of every sort and kind which may be necessary or convenient for the business of the Corporation or business of a similar nature with any person, firm, corporation, association or syndicate or any private, public or municipal body existing under the government of the United States or any state, territory, colony or dependency thereof or foreign government so far as or to the extent that the same may be done or performed pursuant to law.

H) To enter into or become a partner in any agreement for sharing profits, union of interests, cooperation, joint venture or otherwise with any person, firm or corporation now carrying on or about to carry on any business which this Corporation has the direct or incidental authority to pursue.

I) In general, to do any and all of the acts and things herein set forth to the same extent as natural persons could do and in any part of the world as principal, factor, agent, contractor, broker or otherwise, either alone or in company with any entity or individual; to establish one or more offices, both within the State of Florida and any part or parts of the world,

at which meetings of directors may be held and all or any part of the Corporation's business may be conducted; and to exercise all or any of its corporate powers and rights in the State of Florida and in any and all other states, territories, districts, dependencies, colonies or possessions of the United States of America and in any foreign countries.

J) To do everything necessary, proper, advisable or convenient for the accomplishment of any of the purposes or the attainment of any of the objects or the furtherance of any of the powers herein set forth, and to do every other act and thing incidental thereto or connected therewith, to the extent permitted by the laws of the State of Florida and of the United States of America.

ARTICLE IV

CAPITAL STOCK

The maximum number of shares that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock, each having no par value.

The consideration to be paid for each share shall be fixed by the Board of Directors and any all shares so issued, the full consideration for which has been paid or delivered, shall be deemed fully paid stock, and not liable to any further call or assessment thereon, and the holders of such shares shall not be liable for any further payments thereon.

The capital stock may be paid for in property, labor or services at just valuation to be fixed by the Incorporators or the directors.

The stock shall be issued from time to time as may be determined by the Board of Directors.

All of the issued stock of all classes shall be subject to the following restriction on transfer:

A) Each shareholder shall offer to the remaining shareholder or to this corporation a thirty (30) days "first refusal" option to purchase his stock should he elect to sell his shares of capital stock of this corporation.

The shareholders of the Corporation shall have preemptive right to acquire unissued or treasury shares of capital stock of this Corporation, in proportion to their interest in the outstanding capital of the Corporation. Upon dissolution or liquidation of the Corporation, the holders of stock shall be entitled to distribution as their holdings may appear upon to stock record of the Corporation.

ARTICLE V

INITIAL CAPITAL

The amount of the capital with which this corporation may begin business shall not be less than One Thousand Dollars (\$1,000.00).

ARTICLE VI

DIRECTOR

This Corporation shall have one directors initially. The number of directors may be increased or diminished from time to time by the By-Laws of the Corporation.

The name and mailing address of the initial Director who shall hold office until his successor or successors are elected and have qualified are as follows:

GUILLERMO JARRAMILLO
4750 N.W. 7TH STREET, #5
MIAMI, FLORIDA 33126

ARTICLE VII

OFFICERS

The names, addresses and offices of the Officers who will serve until the first election or appointment under these Articles of Incorporation are:

<u>NAME</u>	<u>STREET ADDRESS</u>	<u>OFFICE</u>
GUILLERMO JARRAMILLO	4750 N.W. 7th Street, 5	President/Secretary

ARTICLE VIII

REGISTERED AGENT AND REGISTERED OFFICE

The corporation's Resident agent for service in the State of Florida shall be

GUILLERMO JARRAMILLO

The address of the Registered Office of this Corporation shall be

Principal **4750 N.W. 7th Street, #5**

Address **MIAMI, FLORIDA 33126**

ARTICLE IX

AMENDMENTS

This Corporation reserves the rights to amend, alter, modify, or repeal any provision or provisions contained in these Articles of Incorporation, or any amendment hereto, in the manner now or hereafter prescribed by the Statutes of the State of Florida, and any rights and powers conferred upon the director and shareholders herein are granted subject to this reservation.

ARTICLE X

INCORPORATOR

The name and mailing address of the Incorporator is as follows:

GUILLERMO JARRAMILLO
4750 N.W. 7th Street, #5
MIAMI FL 33126

IN WITNESS WHEREOF, the above-named Incorporators, Directors and Registered Agent has hereunto subscribed his name, this 15th day of

October 19, 96

Guillermo Jarramillo
Incorporator, Director
Registered Agent

STATE OF FLORIDA)

:

SS:

COUNTY OF DATE)

Before me the undersigned authority personally appeared

GUILLERMO JARRAMILLO

who is to me well known to be the person described in and who subscribed the foregoing articles of incorporation, and he did freely and voluntarily acknowledge before me according to law that he made and subscribed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid this 15 day of Oct, 19 96

JESSIE HAYDEL
Notary Public, State of Florida
My Commission Expires Dec. 3, 1996
Commission No. CC244141

Jessie Haydel
NOTARY PUBLIC, State of
Florida at Large

My commission expires:

CERTIFICATE OF DESIGNATION

REGISTERED AGENT REGISTERED OFFICE

FILED
96 OCT 18 PM 2:09
TALLAHASSEE, FLORIDA

Pursuant to the provisions of section 607.0501, 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

WORLD-WIDE AMERICA TRAVEL CORP.

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

GUILLERMO IARRAMILLO

(NAME)

4750 N.W. 7th Street, #15

(P.O. BOX NOT ACCEPTABLE)

MIAMI, FLORIDA 33126

(CITY/STATE/ZIP)

SIGNATURE

Guillermo Iarramillo
(Corporate Officer)

TITLE PRESIDENT

DATE

10/15/96

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.

SIGNATURE

Guillermo Iarramillo

DATE

10/15/96



THE UNITED STATES
CORPORATION
COMPANY

P96000086252

ACCOUNT NO. : 072100000032

REFERENCE : 314984 7117451

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : April 1, 1997

ORDER TIME : 3:32 PM

ORDER NO. : 314984-025

CUSTOMER NO: 7117451

CUSTOMER: Mr. Manuel Diaz
Global World-wide Bankers
Suite 207
180 Northeast 39th Street
Miami, FL 33137

FILED
97 APR -1 PM 4:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
200002130002--6
-04/02/97--01002--010
*****37.50 *****37.50

200002130002--6
-04/02/97--01002--011
*****50.00 *****50.00

DOMESTIC AMENDMENT FILING

NAME: WORLD-WIDE AMERICA TRAVEL
CORP.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Deborah Schroder

EXAMINER'S INITIALS: _____

RECEIVED
97 APR -1 PM 4:08
DIVISION OF CORPORATION

AM 0004-2

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
WORLD-WIDE AMERICA TRAVEL CORP.

Page 1 of 3

MARCH 03RD, 1997

(Special Meeting to Amend
Articles of Incorporation)

Pursuant to the provisions of section 607.1006, Florida Statutes, this corporation adopts the following articles of amendment to its articles of incorporation:

I. Amendment to Articles #6 & #7

Special meeting to the Board of Directors and Stockholders of World-Wide America Travel Corp., held at the following: 180 NE 39TH Street, Miami, Florida, the 3RD day of March of the year 1997, at 1:00 o'clock PM....

The meeting was duly called to order by the Chairman, Guillermo Jarramillo, President of World-Wide America Travel Corp.,.... Also present by invitation were Pedro Estrada, Accountant & Controllor to World-Wide America Travel Corp., Maria Carmen Heredia, Raysa Soler and Jaycee Von Haydell.

The Chairman appointed Pedro Estrada as temporary secretary for the meeting.... The chair explains:

That the he, Guillermo Jarramillo himself is the owner and holder of all one thousand (1000) shares of stock. (100% ownership) and that has received an offer to purchase all one thousand (1000)shares of common stock (100% Ownership) from him, by Jaycee Von Haydell, on behalf of the himself.

The aforementioned was discussed in detail and upon motion duly made, seconded and unanimously carried it was resolved that the offer to purchase the one thousand (1000)shares from Guillermo Jarramillo by Jaycee Von Haydell, was approved and it was ordered filed and spread at length upon the minutes.

The Chairman, Guillermo Jarramillo also President submitted and accepted his resignation as PRESIDENT AND SECRETARY

Gutierrez Jaramillo still acting as Chairman to the meeting stated the necessity to elect new officers for the corporation, and asked for nominations.

Upon motion duly made, seconded and unanimously carried the following were named to the office opposite their names, to serve in that position until the annual meeting of the corporation:

Jaycee Von Haydell PRESIDENT/SECRETARY

There being no further business to come before the chair, upon motion duly made, seconded and carried. The meeting was adjourned.

II. Amendment

The date of each amendment's adoption:

03/03/97

III. Amendment *(Adoption of Amendment(s) (check one)*

☒ The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment was/were sufficient for approval.

☐ The amendment(s) was/were approved by the shareholders through voting groups.

The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):

"The number of votes cast for the amendment(s) was/were sufficient for approved by _____"
(voting group)

☐ The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.

☐ The amendment(s) was/were adopted by the incorporators without shareholder action was not required.

Signed this 3 day of March, 1997

Signature Guillermo Jarramillo
Chairman of the Board &
President/Secretary

ON THIS 3 DAY OF March, 1997 PERSONALLY
APPEARED BEFORE ME, Guillermo Jarramillo, THE PERSON SIGNING
THIS DOCUMENT, AND ACKNOWLEDGED TO ME THAT HE HAD EXECUTED THIS
INSTRUMENT AS HIS OWN ACT AND DEED.

[Signature]
NOTARY PUBLIC

NOTARY PUBLIC
COMMISSION No CC448218
MY COMMISSION EXP. MAR 27, 98

DEPARTMENT OF STATE

11/5/96

1615

P 960000 86252

STATE OF FLORIDA
OFFICE OF STATE TREASURER
TALLAHASSEE, FLORIDA

FUND	AMOUNT	REASON RETURNED	KEY #
GENERAL REVENUE	0.00	INSUFFICIENT FUNDS	1
TRUST	4,067.50	ACCOUNT CLOSED	2
OTHER		UNCOLLECTED FUNDS	3
TOTAL	4,067.50	OTHER	4

CROSS REF	DISTRIBUTION SAMAS CODE	REASON	AMOUNT
12	45-20-2-130001-45300000-00-000100-00	2	122.50
12	45-20-2-130001-45300000-00-000100-00	2	122.50
12	45-20-2-130001-45300000-00-000100-00	2	122.50
12	45-20-2-130001-45300000-00-000100-00	2	122.50
12	45-20-2-130001-45300000-00-000100-00	4	150.00
12	45-20-2-130001-45300000-00-000100-00	1	225.00
12	45-20-2-130001-45300000-00-000100-00	4	375.00
12	45-20-2-130001-45300000-00-000100-00	1	375.00
12	45-20-2-130001-45300000-00-000100-00	1	375.00
12	45-20-2-130001-45300000-00-000100-00	1	383.00
12	45-20-2-130001-45300000-00-000100-00	1	383.75
12	45-20-2-130001-45300000-00-000100-00	4	583.75
12	45-20-2-130001-45300000-00-000100-00	1	727.00

GRAND TOTAL: \$ 4,067.50

71613-A

Process Date: 10/25/96

The above named fund(s) has been reduced by the amount of this check(s) under authority of Section 215.34, F.S.

State Treasurer



GLOBAL WORLD-WIDE BANKERS TRUST CORP
180 NE 20TH STREET, SUITE 207
MIAMI, FL 33137

CITIBANK
CITIBANK, N.A.
100 WALL STREET
NEW YORK, NY 10038

PAY One Hundred Twenty-two 5/100 10-15-90

TO THE
ORDER
OF

ACCOUNT CLOSED
Florida Dept of State

⑆001072⑆ ⑆266086564⑆ ⑆03495⑆

2106300004712

0000012759

7-1613 A



FLORIDA DEPARTMENT OF STATE
Sandra B. Morthum
Secretary of State

April 10, 1997

World Wide America Travel Corp.
4750 NW 7th St.
#5
Miami, FL 33126

SUBJECT: WORLD WIDE AMERICA TRAVEL CORP.
Ref. Number: P96000086252

Debit Memo #: 71613-A

This is to inform you that your check #1072 dated October 15, 1997 in the amount of \$122.50 and submitted for WORLD WIDE AMERICA TRAVEL CORP. has been returned to us by your bank because of Account Closed.

We request that you remit a cashier's check or money order in amount of \$137.50 made payable to the Department of State. This amount will cover the unpaid check and the service fee required by law under section 215.34, Florida Statutes.

When sending the cashiers check or money order, please indicate the debit memo number and that it is a replacement for the returned check mentioned above.

Please note: The documents filed in this office with the returned check will be cancelled unless a replacement check is received within 30 days from the date of this letter. Send the replacement check to:

Division of Corporations
Attn: Melinda Lilliston
P.O. Box 6327
Tallahassee, FL 32314

If you have any questions concerning the returned check, please call (904) 487-6900.

Sincerely,
Melinda Lilliston
Administrative Assistant I
Division of Corporations

Letter number: 997A00018062



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

May 15, 1997

World Wide America Travel Corp.
4750 NW 7th St.
#5
Miami, FL 33126

SUBJECT: WORLD WIDE AMERICA TRAVEL CORP.
Ref. Number: P96000086252

Debit Memo #: 71613-A

Due to your failure to respond to our previous letter advising you of the returned check #1072, the Articles of Incorporation for WORLD WIDE AMERICA TRAVEL CORP. have been cancelled and are considered not filed as of May 14, 1997.

The name of your corporation is now available for use.

If you have any questions concerning the returned check, please call (904) 487-6900.

Sincerely
Melinda Lilliston
Administrative Assistant I
Division of Corporations

Letter number: 297A00026077

DEPARTMENT OF STATE
 P 96 0000 86252
 FOR OFFICIAL USE
 DATE
 NUMBER
 STATE OF FLORIDA
 OFFICE OF STATE TREASURER
 TALLAHASSEE FLORIDA

FUND	AMOUNT	REASON RETURNED	KEY #	*	*
GENERAL REVENUE	0.00	INSUFFICIENT FUNDS	1	*	*
TRUST	1,080.00	ACCOUNT CLOSED	2	*	2 *
OTHER		UNCOLLECTED FUNDS	3	*	*
TOTAL	1,080.00	OTHER	4	*	*

CROSS REF	SAMAS CODE	DISTRIBUTION	REASON	AMOUNT
012	45-20-2-130001-45300000-00-000100-00		4	50.00
012	45-20-2-130001-45300000-00-000100-00		4	50.00
012	45-20-2-130001-45300000-00-000100-00		4	122.50
012	45-20-2-130001-45300000-00-000100-00		1	122.50
012	45-20-2-130001-45300000-00-000100-00		4	122.50
012	45-20-2-130001-45300000-00-000100-00		4	122.50
012	45-20-2-130001-45300000-00-000100-00		4	122.50
012	45-20-2-130001-45300000-00-000100-00		4	122.50
012	45-20-2-130001-45300000-00-000100-00		4	122.50
012	45-20-2-130001-45300000-00-000100-00		4	122.50

RECEIVED

GRAND TOTAL: \$ 1,080.00

73490-B

Process Date: 04/09/97

The above named fund(s) has been reduced by the amount of this check(s) under authority of Section 215.34, F.S.

Bill Nelson

State Treasurer



GLOBAL WORLD-WIDE BANKERS TRUST CORP.
150 NE 38TH STREET, SUITE 207
MIAMI, FL 33137

CITIBANK
BANK OF AMERICA
CITICORP
1-800-955-5800

DATE
5/10/87

11010

PAY

484

00/00

March 10 1987

DOLLARS \$ *50.00*

TO
THE
ORDER
OF

Secretary of State

REFER TO MAKER

⑆001101⑆ ⑆25608554⑆

3200141733⑆

⑆0000005000⑆

DEPT OF STATE 4500453
FOR DEPOSIT ONLY
-04/02/97--01002--011
*****50.00

AP DR
0840 00026

0631290 020 100000444 D27 J1 105300047K
03 2565 0320785 04957
PARLEY JIM
WAT-5239498)06300047K
04-03-JUL FL
09
063500405
030370003 04-04-97
0200211



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

May 6, 1997

World Wide America Travel Corp.
4750 NW 7th ST.
#5
Miami, FL 33126

SUBJECT: WORLD WIDE AMERICA TRAVEL CORP.
Ref. Number: P96000086252

Debit Memo #: 73490-B

This is to inform you that your check #1101 dated March 10, 1997 in the amount of \$50.00 and submitted for WORLD WIDE AMERICA TRAVEL CORP. has been returned to us by your bank because of Refer to Maker.

We request that you remit a cashier's check or money order in amount of \$65.00 made payable to the Department of State. This amount will cover the unpaid check and the service fee required by law under section 215.34, Florida Statutes.

When sending the cashier's check or money order, please indicate the debit memo number and that it is a replacement for the returned check mentioned above.

Please note: The documents filed in this office with the returned check will be cancelled unless a replacement check is received within 30 days from the date of this letter. Send the replacement check to:

Division of Corporations
Attn: Melinda Lilliston
P.O. Box 6327
Tallahassee, FL 32314

If you have any questions concerning the returned check, please call (904) 487-6900.

Sincerely,
Melinda Lilliston
Administrative Assistant I
Division of Corporations

Letter number: 697A00023790



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

June 11, 1997

World Wide America Travel Corp.
4750 NW 7th St.
#5
Miami, FL 33126

SUBJECT: WORLD WIDE AMERICA TRAVEL CORP.
Ref. Number: P96000086252

Debit Memo #: 73490-B

Due to your failure to respond to our previous letter advising you of the returned check #1101, the Amendment for WORLD WIDE AMERICA TRAVEL CORP. has been cancelled and is considered not filed as of June 11, 1997.

If you have any questions concerning the returned check, please call (904) 487-6900.

Sincerely
Melinda Lilliston
Administrative Assistant I
Division of Corporations

Letter Number: 597A00031407