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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
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<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

22/30
22/17/96
PH 10/23/96



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

October 17, 1996

JUAN RAMIREZ
2814 NW 17TH AVE
MIAMI, FL 33142

SUBJECT: ROCA TOURS AND TRAVEL INC.
Ref. Number: W96000022156

We have received your document for ROCA TOURS AND TRAVEL INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The registered agent and registered office listed in your articles of incorporation must be consistent throughout the document.

We regret that we were unable to contact you by phone. Please return the corrected document with a letter providing us with a telephone number where you can be reached during working hours.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6915.

Pamela Hall
Document Specialist

Letter Number: 496A00047756

October 21, 1996

Division of Corporation

I apologize for the inconvenience to file the corporation.
I am sending again the application with the corrections done.

For any question, please contact me at the phone number
305-635-4521.

Sincerely,


Juan E. Ramirez

ARTICLES OF CORPORATION
OF
ROCA TOURS AND TRAVEL INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber to these articles of incorporation, a natural person competent to contract; hereby form a corporation under the laws of The State of Florida.

ARTICLE I - CORPORATE NAME

The name of the corporation is ROCA TOURS AND TRAVEL INC.

ARTICLE II - DURATION

The corporation shall exist perpetually, unless dissolved according the Florida law.

ARTICLE III - PURPOSE

The corporation is organized for the purpose of engaging in any activities 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 (\$1,000.00) shares of ten dollars (\$10.00) par value common stock, which shall be designated "Common Shares".

ARTICLE V - INITIAL REGISTERED AGENT

The name and street address of The Initial Registered Agent of this corporation is.:

Jocelyn Candelario
6405 N.W. 36th St. Suite 112
Miami Florida 33166

The principal address and the registered office of this corporation is 6405 N.W. 36th St. Suite 112, Miami Florida 33172.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

The corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the law, but shall never be less than one (1). The names and address of the initial director of the corporation is a follow:

NAME	ADDRESS	OFFICE	SHARE
Jocelyn Candelario	6405 N.W. 36th St. Suite 112 Miami Fla. 33142	Pres/Treas.	100%

The method of electing directors shall be state in the corporation by laws.

ARTICLE VII - INCORPORATORS

The name and address of the person signing these articles of incorporation is as follow:

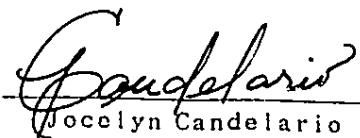
Jocelyn Candelario
6405 N.W. 36th St. Suite 112
Miami Florida 33166

ARTICLE VIII - CORPORATION OFFICE

The corporation's principal office and mailing address shall be as follow:

6405 N.W. 36th St. Suite 112
Miami Florida 33166

IN WITNESS WHEREOF, the undersigned subscribers has executed these articles of incorporation this 12th day of October of 1996.



Jocelyn Candelario
Pres/Treas.

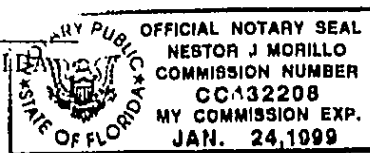
STATE OF FLORIDA
COUNTY OF DADE

Before me, a Notary Public authorized to take acknowledgment in the State and County set for above, personally appeared Jocelyn Candelario, known to me to be the person who executed the foregoing articles of incorporation, and who acknowledge before me that she executed these articles of incorporation.

IN WITNESS WHEREOF, I have hereunto affixed my hand and seal, in the State and County aforesaid, this 12th day of October of 1996.

Nestor J. Morillo

NOTARY PUBLIC, STATE OF FLORIDA



My commission expires on

CERTIFICATE AND ACKNOWLEDGMENT
OF REGISTERED AGENT OF

ROCA TOURS AND TRAVEL INC.

Persuant to Florida Status Sections 48.091 and 607.034 the following is submitted.

The above corporation desiring to organize under the laws of the State of Florida with first registered office as indicated in the Articles of Corporation at:

6405 N.W. 36th St. Suite 112
Miami Florida 33166

has named Jocelyn Candelario,
as her first Registered Agent to accept
service of process within this state.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACKNOWLEDGMENT

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


Registered Agent