

1201 HAYS STREET
TALLAHASSEE, FL 32301-2607

800-342-8086

904-222-0171

904-222-0171

P96000089935



PRENTICE HALL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 140124 131156A

AUTHORIZATION :

COST LIMIT : \$ 70.00

Patricia Pizito

ORDER DATE : October 31, 1996

ORDER TIME : 1:46 PM

ORDER NO. : 140124-005

CUSTOMER NO: 131156A

200001993492--4

CUSTOMER: Barry N. Brumer, Esq
BARRY N. BRUMER, ESQ

5725 Major Boulevard
Suite 230
Orlando, FL 32819-7903

DOMESTIC FILING

NAME: PLANET TOUR, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Deborah Schroder

EXAMINER'S INITIALS:

11-1-96
KR

FILED
96 OCT 31 PM 12:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED
96 OCT 31 PM 12:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

The undersigned, acting as incorporator of a Corporation pursuant to Chapter 607, Florida Statutes, adopt(s) the following Articles of Incorporation of such corporation:

ARTICLE I - NAME AND PLACE OF BUSINESS

The name of the Corporation shall be:

PLANET TOUR, INC.

The principal place of business of this Corporation shall be:

6201 Dartmoor Ct.
Orlando, FL 32819-4833

ARTICLE II - TERM OF EXISTENCE

The period of the duration of this Corporation is perpetual unless dissolved according to law.

ARTICLE III - NATURE OF BUSINESS

The Corporation may engage in any activity or business permitted under the laws of the United States of America and of this State, except that it is not to conduct a banking, safe deposit, trust, insurance, surety, express, railroad, canal, telegraph, telephone or cemetery company, a building and loan association, fraternal benefits society, state fair or exposition.

ARTICLE IV - CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any one time is 10,000 shares of common stock having a nominal par value of \$1.00 per share.

ARTICLE V - INITIAL CAPITAL

The amount of capital with which this Corporation will begin business is \$10,000.00.

ARTICLE VI - DIRECTORS

This Corporation shall have two directors initially. The number of directors may be increased or diminished from time to time by the Bylaws adopted by the stockholders, but shall never be less than two.

ARTICLE VII - STOCK SUBSCRIBERS

The name and address of the stock subscriber is:

NAME: ILHA DO GUARUJA VIAGENS E TURISMO LTDA.
ADDRESS: Rua Mario Ribeiro, 532
Guaruja - SP Brazil 100% (10,000 stocks)

ARTICLE VIII - OFFICERS

The name and address of each Officer of this Corporation, and their offices in the Corporation are:

NAME: Tania Hackradt
ADDRESS: 6201 Dartmoor Ct.- Orlando, FL.32819-4833
OFFICE: President

NAME: Carlos Alberto Rubini
ADDRESS: 6201 Dartmoor Ct.- Orlando, FL.32819-4833
OFFICE: Treasurer/Secretary

ARTICLE IX - AMENDMENT

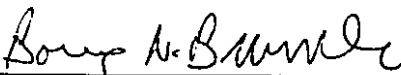
These Articles of Incorporation may be amended in the manner provided by law. Every Amendment shall be approved by the Board of Directors, proposed to them by the Stockholders, and approved at a Stockholder's meeting by a majority of the stock entitled to vote thereon, unless all of the directors and all of the Stockholders sign a written statement manifesting their intention on a certain amendment to these Articles of Incorporation be made.

ARTICLE X - INCORPORATOR

The incorporator of these Articles of Incorporation is Barry N. Brumer, Esquire, 5728 Major Blvd, Suite 211, Orlando, FL 32819.

ARTICLE XI - REGISTERED AGENT

The initial registered agent, for notices and service of process, is Barry N. Brumer, Esquire, 5728 Major Blvd, Suite 211, Orlando, FL 32819.



Barry N. Brumer, Esquire

STATE OF FLORIDA
COUNTY OF ORANGE

I HEREBY CERTIFY that on this day before me, a Notary Public duly authorized in the State and County aforesaid to take acknowledgments and administer oaths, personally appeared Barry N. Brumer, Esquire, to me known to be the person described as the incorporator in and who executed the foregoing Articles of Incorporation and he acknowledged before me that he subscribed to these Articles of Incorporation.

WITNESS my hand and official seal in the County and State aforesaid this 28th day of October, 1996.



GRACE A. FINKE
MY COMMISSION # CC300241 EXPIRES
August 1, 1997
BONDED THRU TROY FAIR INSURANCE, INC.

Grace A. Finke
Notary Public
State of Florida at Large
My Commission Expires:

ACCEPTANCE BY REGISTERED AGENT

Barry N. Brumer, Esquire, does hereby accept his appointment as registered agent for PLANET TOUR, INC.

Barry N. Brumer
Barry N. Brumer, Esquire

The above instrument was sworn to and subscribed before me this 28th day of October, 1996.



GRACE A. FINKE
MY COMMISSION # CC300241 EXPIRES
August 1, 1997
BONDED THRU TROY FAIR INSURANCE, INC.

Grace A. Finke
Notary Public
State of Florida at Large
My Commission Expires:

FILED
96 OCT 31 PM 12:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1201 HAYS STREET
TALLAHASSEE, FL 32301-2607
904-222-4371
904-222-4393 FAX

800-342-8086



networks

PROFESSIONAL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 206110 131156A

AUTHORIZATION : *Patricia Pizito*

COST LIMIT : \$ 35.00

FILED
96 DEC 31 PM 4:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : December 31, 1996

ORDER TIME : 9:12 AM

ORDER NO. : 206110-015

CUSTOMER NO: 131156A

200002041952--7

CUSTOMER: Barry N. Brumer, Esq
Barry N. Brumer, Esq
Major Center Office Plaza
Suite 230 5728 Major Boulevard
Orlando, FL 32819

DOMESTIC AMENDMENT FILING

NAME: PLANET TOUR, INC.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: W. Charles Earnest

EXAMINER'S INITIALS:

RECEIVED
96 DEC 31 AM 9:49
DIVISION OF CORPORATION

Amendment
2/1/97
[Signature]



RECEIVED
DEC 31 1996 9:59 AM
FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

December 31, 1996

CSC NETWORKS
W. CHARLES EARNEST
TALLAHASSEE, FL 32301

SUBJECT: PLANET TOUR, INC.
Ref. Number: P96000089935

RESUBMIT
Please give original
submission date as file date.

We have received your document for PLANET TOUR, INC. and the authorization to debit your account in the amount of \$35.00. However, the document has not been filed and is being returned for the following:

If an amendment was approved by the shareholders, the date of adoption of the amendment and one of the following statements must be contained in the document:

(1) A statement that the number of votes cast for the amendment by the shareholders was sufficient for approval.

(2) If more than one voting group was entitled to vote on the amendment, a statement designating each voting group entitled to vote separately on the amendment and a statement that the number of votes cast for the amendment by the shareholders in each voting group was sufficient for approval by that voting group.

The document must be signed by the chairman, any vice chairman of the board of directors, its president, or another of its officers.

***** "OR" *****

If an amendment was adopted by the incorporators or board of directors without shareholder action, a statement to that effect and that shareholder action was not required must be contained in the document.

The amendment must be signed by an incorporator if adopted by the incorporators or by a director if adopted by the directors.

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) 487-6906.

Darlene Connell
Corporate Specialist

Letter Number: 496A00057862

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF

FILED
96 DEC 31 PM 4:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PLANET TOUR, INC.

(present name)

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

FIRST: Amendment(s) adopted: *(indicate article number(s) being amended, added or deleted)*

ARTICLE VIII - OFFICERS is amended to read:

NAME: Tania Hackradt
ADDRESS: 6201 Dartmoor Ct. - Orlando, FL 32819-4833
OFFICE: President

NAME: Sidney Pompeo Sgambatti
ADDRESS: 6201 Dartmoor Ct. - Orlando, FL 32819
OFFICE: Treasurer/Secretary

THE NUMBER OF VOTES CAST FOR THIS AMENDMENT BY THE SHAREHOLDERS WAS SUFFICIENT FOR APPROVAL.


Tania Hackradt PRESIDENT

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

December 20th. 1996

THIRD: The date of each amendment's adoption: _____