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TO: DIVISION OF CORPORATIONS

FAX #: (904) 922-4001

FROM: EMPIRE CORPORATE KIT COMPANY

ACCT#: 072450003255

CONTACT: RAY STORMONT

PHONE: (305) 541-3694

FAX #: (305) 541-3770

NAME: MULTI MEDIA TRAVEL COMPANY

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RAY STORMONT
305-541-3694

ARTICLES OF INCORPORATION

H96000015506

OF

MULTI MEDIA TRAVEL COMPANY

THE UNDERSIGNED, has executed the following document as incorporator of the above named corporation, a corporation organized under the laws of the State of Florida, and all rights duties and obligations of the undersigned as incorporator, and those of the corporation, are to be determined in accordance with the laws of the State of Florida.

ARTICLE I

The name of this corporation shall be: MULTI MEDIA TRAVEL COMPANY

ARTICLE II

This corporation shall commence existence upon the filing of these Articles of Incorporation by the Department of State, State of Florida, and shall have perpetual existence.

ARTICLE III

The principal place of business and mailing address of this corporation shall be: 9500 SOUTH DADELAND BLVD. SUITE 610
MIAMI, FL. 33156

ARTICLE IV

The general nature of the business and objects and purposes proposed to be transacted and carried on by this corporation are to do any and all of the things herein mentioned, as fully and to the same extent as natural persons might do, viz:

- (1) Transact any and all lawful business.
- (2) Said corporation shall further have powers:

To have perpetual succession by its corporate name;

To sue and be sued, complain, and defend in its corporate name in all actions or proceedings;

To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced;

RAY STORMONT
EMPIRE CORPORATE KIT COMPANY
1492 West Flagler Street #200
Miami, Florida 33135-2209
(305) 541-3694

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MIAMI, FLORIDA

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To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use, and otherwise deal in and with real or personal property or any interest therein, wherever situated;

To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets;

To lend money to, and use its credit to assist, its officers and employees in accordance with Florida Statute S607.141;

To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships, or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district, or municipality or of any instrumentality thereof;

To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income;

To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security of the payment of funds so loaned or invested;

To conduct its business, carry on its operations, and have offices and exercise the powers granted by this act within or without this state;

To elect or appoint officers and agents of the corporation and define their duties and fix their compensation.

To make and alter bylaws, not inconsistent with its articles of incorporation or with the laws of this state, for the administration;

H96000015506

To make donations for the public welfare or for charitable, scientific, or educational purposes;

To transact any and all lawful business which the board of directors shall find will be in aid of governmental policy;

To pay pensions and establish pension plans, profit sharing plans, stock bonus plans, stock option plans, and other incentive plans for any or all of its directors, officers, and employees and for any or all of the directors, officers, and employees of its subsidiaries;

To be a promoter, incorporator, partner, member, associate, or manager of any corporation, partnership, joint venture, trust, or other enterprise;

To have and exercise all powers necessary of convenient to effect its purposes;

To indemnify any person who by reason of the fact that he is or was a director, officer, employee or agent of the corporation to the full extent as permitted by Florida Statue S607.014;

ARTICLE V

The aggregate number of shares which this corporation shall have authority to issue is the total sum of 1,500 shares, having an individual par value of NONE

Unless otherwise stated in these articles, or in an amendment to these articles, there shall be only one (1) class of stock of this corporation.

ARTICLE VI

The name and street address of the initial Registered Agent of this corporation shall be:
STEVE E. BROOKNER 9500 S. DADELAND BLVD. SUITE 610
MIAMI, FL. 33156

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ARTICLE VII

The initial board of Directors shall consist of a total of 1 person(s) and the name and address of the person(s) who are to serve as an initial director(s) is:
NICHOLAS MAVROLEON 9500 S. DADELAND BLVD. SUITE 610
PRESIDENT MIAMI, FL. 33156

ARTICLE VIII

The name and address of the incorporator executing these Articles of Incorporation is:

EMPIRE CORPORATE KIT OF AMERICA, INC.
1492 W. FLAGLER STREET #200
MIAMI FLORIDA 33135

The undersigned has executed these Articles of Incorporation this 4TH day of NOVEMBER, 1996.

Ray Stormont
Incorporator
RAY STORMONT/PRESIDENT
SIGNING FOR
EMPIRE CORPORATE KIT OF AMERICA, INC.

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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

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.

First that MULTI MEDIA TRAVEL COMPANY
(Name of Corporation)
desiring to organize under the laws of the State of FLORIDA
(Florida)
with its principal office, as indicated in the articles of incorporation has named STAN E. BROOKS JR.
(Name of Registered Agent)
located at 9500 S. DIXIE BLVD., SUITE 410
City of MIAMI County of DADE
(City) (County)

State of Florida, as its agent to accept service of process within this state.

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

Registered Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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BAIER & WALROTH-SADURNI

A PARTNERSHIP OF PROFESSIONAL FIRMATIONS
ATTORNEYS AT LAW

MIAMI

MEXICO D.F.

Stephen L. Walroth-Sadurni, J.D.

P96000090410

24 January 1997

COMM. BOARD SERVICES
NEW YORK
FLORIDA

Secretary of State
Division of Corporations
State of Florida
Post Office Box 6327
409 E. Gaines Street
Tallahassee, Florida 32399

Re: Articles of Amendment:
Date of Incorporation:
Document Number:

Multi Media Travel Company
4 November 1996
P96000090410

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*****43.75 *****43.75

Dear Sir or Madam:

Enclosed are the originals the Articles of Amendment, and a copy of the Written Actions of the Board of Directors, of **Multi Media Travel Company**, a Florida for profit corporation, (hereinafter, "Corporation") which are being filed to effect three (3) changes:

1. The name of the Corporation shall be changed. The new name of the Corporation after these documents are filed with your office shall be "**Multimedia Travel Company**".
2. The Corporation's principle place of business and mailing address shall be changed. The new address shall be "**1031 Ives Dairy Road, Suite 228, North Miami Beach, Florida, 33179**".
3. The mailing address of the Corporation's sole Director shall be changed. The new address shall also be "**1031 Ives Dairy Road, Suite 228, North Miami Beach, Florida, 33179**".

We would appreciate your filing of these documents, and sending us a new "Certificate Of Status" for the Corporation, containing the new information, with the applicable filing information, in the enclosed addressed-stamped envelope.

Handwritten notes and signatures at the bottom of the page, including the number 296000090410 and the date 2-10-97.

Secretary of State
24 January 1997
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We are enclosing our firm's check in the amount of \$43.75 to cover the following costs:

Filing Fee	\$35.00
Certificate Of Status	<u>8.75</u>
Total	\$43.75

Thank you for your prompt attention to this matter.

Very truly yours,



Stephen P. Walroth-Sadumi, J.D.

Enclosures (as noted).
cc: Nicholas Mavroleon

SPWS/mj
sec_itr

**ARTICLES OF AMENDMENT
OF
MULTI MEDIA TRAVEL COMPANY**

The undersigned Directors of Multi Media Travel Company (hereinafter, "Corporation"), pursuant to Fla. Stat. § 607.1006 (1995), hereby execute and acknowledge these Articles of Amendment for the purpose of changing the name, and the principle place of business and mailing address of the Corporation as follows:

1. Existing name of the Corporation: **MULTI MEDIA TRAVEL COMPANY**

Text of amendment:

RESOLVED, that Article I of the existing Articles of Incorporation of MULTI MEDIA TRAVEL COMPANY, filed with the Secretary of State of Florida on 4 November 1996, Document No. P96000090410, is hereby amended and replaced with the following Article to effect a change to the name of the Corporation as follows:

ARTICLE I

Name

The name of this corporation shall be: "Multimedia Travel Company"

2. Existing principle place of business of the Corporation: **9500 South Dadeland Blvd, Suite 610, Miami, Florida 33156.**

Text of amendment:

RESOLVED, that Article III of the existing Articles of Incorporation of MULTI MEDIA TRAVEL COMPANY, filed with the Secretary of State of Florida on 4 November 1996, Document No. P96000090410, is hereby amended and replaced with the following Article to effect a change to the principle place of business of the Corporation as follows:

ARTICLE III

Name

The principle place of business and mailing address of this corporation shall be: "1031 Ives Dairy Road, Suite 228, North Miami Beach, Florida, 33179"

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED

3. Existing mailing address of the Director of the Corporation: **9500 South Dadeland Blvd., Suite 610, Miami, Florida 33156.**

Text of amendment:

RESOLVED, that Article VII of the existing Articles of Incorporation of MULTI MEDIA TRAVEL COMPANY, filed with the Secretary of State of Florida on 4 November 1996, Document No. P96000090410, is hereby amended and replaced with the following Article to effect a change to mailing address of the Director of the Corporation as follows:

ARTICLE III

Name


The initial board of directors shall consist of a total of 1 person(s) and the name and address of the person(s) who are to serve as an initial director(s) is:

Nicholas Mavroleon **1031 Ives Dairy Road, Suite 228, North Miami Beach, Florida, 33179**

4. Upon the filing of these Articles of Amendment with the Secretary of State of Florida, the following amendments shall take effect immediately:
- a) the Corporation shall henceforth be known as **"Multimedia Travel Company;**
 - b) the Corporation's principle place of business and mailing address shall be **1031 Ives Dairy Road, Suite 228, North Miami Beach, Florida, 33179;** and,
 - c) the Director's mailing address shall be **1031 Ives Dairy Road, Suite 228, North Miami Beach, Florida, 33179.**
5. Date of adoption of Amendment: **24 January 1997.**
6. The Corporation has not issued any of its stock as of the date of these Articles of Amendment. Therefore, the amendment effected by these Articles of Amendment was adopted by all of the Directors of the Corporation, without shareholder action, as shareholder action was unnecessary pursuant to, and in accordance with, Fla. Stat. § 607.1005 (1995).

Articles of Amendment
Multi Media Travel Corporation
Page 3

IN WITNESS WHEREOF, the undersigned Directors have executed these Articles of Amendment for the uses and purposes therein stated this 24th day of January, 1997.



Nicholas Mavrolean

WRITTEN ACTIONS OF THE BOARD OF DIRECTORS OF
MULTI MEDIA TRAVEL COMPANY TO
AMEND ARTICLES OF INCORPORATION

The undersigned, being all of the Directors of Multi Media Travel Company, finding it inconvenient to assemble in a formal meeting, do hereby consent to the adoption and approval of the following resolutions to amend the Articles of Incorporation.

I.

AMENDMENT OF CORPORATE NAME

RESOLVED, that Article I of the existing Articles of Incorporation of Multi Media Travel Company, filed with the Secretary of State of Florida on 4 November 1996, Document No. P96000090401, is hereby amended and replaced with the following Article to effect a change to the name of the Corporation as follows:

ARTICLE I

Name

The name of this corporation shall be: "Multimedia Travel Company"

II.

AMENDMENT OF PRINCIPLE PLACE OF BUSINESS AND MAILING ADDRESS

RESOLVED, that Article III of the existing Articles of Incorporation of MULTI MEDIA TRAVEL COMPANY, filed with the Secretary of State of Florida on 4 November 1996, Document No. P96000090410, is hereby amended and replaced with the following Article to effect a change to the principle place of business and mailing address of the Corporation as follows:

ARTICLE III

Name

The principle place of business and mailing address of this corporation shall be:
"1031 Ives Dairy Road, Suite 228, North Miami Beach, Florida, 33179"

III

AMENDMENT OF MAILING ADDRESS OF DIRECTOR

RESOLVED, that Article VII of the existing Articles of Incorporation of MULTI MEDIA TRAVEL COMPANY, filed with the Secretary of State of Florida on 4 November 1996, Document No. P96000090410, is hereby amended and replaced with the following Article to effect a change to mailing address of the Director of the Corporation as follows:

ARTICLE III

Name

The initial board of directors shall consist of a total of 1 person(s) and the name and address of the person(s) who are to serve as an initial director(s) is:

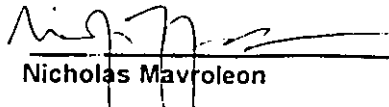
Nicholas Mavroleon 1031 Ives Dairy Road, Suite 228, North Miami
Beach, Florida, 33179

IV.

COUNTERPART EXECUTION

RESOLVED, that the Directors of this Corporation be, and each of them hereby is, authorized to execute these Written Actions in one or more counterparts and that, upon such execution by all directors of this corporation, these Written Actions be, and as of that time, are hereby approved and adopted as the act and deed of the Board of Directors of this Corporation.

IN WITNESS WHEREOF, the undersigned Directors have executed these Written Actions for the uses and purposes therein stated this 24th day of January 1997.



Nicholas Mavroleon