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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: ACE TRAVEL & TOURS, INC.

AUDIT NUMBER.....H96000015710

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 6

CERT. COPIES.....1

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

11-7-96
TB

ARTICLES OF INCORPORATION

H96000015710

OF

ACE TRAVEL & TOURS, INC.

I, the undersigned, hereby associate myself for the purpose of becoming a corporation under the provision of the General Business Corporation Act of the State of Florida.

ARTICLE I

The name of the corporation shall be: Ace Travel & Tours, Inc.

ARTICLE II

This corporation shall have perpetual existence unless dissolved voluntarily or involuntarily.

ARTICLE III

The general purpose for which this corporation is organized shall include all transactions of any and all lawful business permitted under the General Business Corporation Act and the laws of the State of Florida.

ARTICLE IV

The initial capital of this corporation shall be in excess of Five Thousand Dollars (\$500.00).

ARTICLE V

The maximum number of shares of capital stock that this corporation is authorized to issue is 5,000 shares of common stock, having a par value of one dollar (\$.10) per share. This class of shares shall have full voting rights.

Barry T. Shevlin, Esq.
1111 Kane Concourse, Ste #605
Bay Harbour Islands, FL 33154
(305) 868-0304
FBN. 511587

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The corporation shall have the power to amend these Articles at any time to provide for the issuance of additional classes of stock and to declare provisions for preferences, limitations, and relative rights in respect to the shares of each class.

ARTICLE VI

The street address of the principle office of the corporation shall be: 7137 Collins Avenue, Miami Beach, Florida 33141.

ARTICLE VII

The number of directors constituting the initial board of directors of the corporation is one but no more than five, and the name and address of the person who is to serve as director until the first annual meeting of shareholders or until successors are elected and shall qualify are:

Abner Schoenwetter
7137 Collins Avenue
Miami Beach, Florida 33141

ARTICLE VIII

The name and address of the first officer of this corporation is as follows:

PRESIDENT/ SECRETARY:

ABNER J. SCHOENWETTER, President/Secretary
7137 Collins Avenue
Miami Beach, Florida 33141

ARTICLE IX

The shareholders of the corporation shall possess preemptive rights to acquire shares of stock issued by the corporation.

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ARTICLE X

H96000015710

The names and address of the incorporator is as follows:

Abner Schoenwetter
7137 Collins Avenue
Miami Beach, Florida 33141

ARTICLE XI

The designated registered agent for this corporation is Virginia Schoenwetter whose address is as follows:

Virginia Schoenwetter
7137 Collins Avenue
Miami Beach, Florida 33141

ARTICLE XII

The corporation may adopt by-laws and regulations creating, defining, limiting and regulating the powers of the corporation, the directors and stockholders, or any class of stockholders including but not limited to any provision for cumulative voting for directors, and any provisions which are required or permitted under the General Business Corporation Act of the State of Florida.

IN WITNESS WHEREOF, the undersigned executes these Articles of Incorporation for
ACE TRAVEL & TOURS, INC. this 5th day of November, 1996


ABNER SCHOENWETTER


VIRGINIA SCHOENWETTER

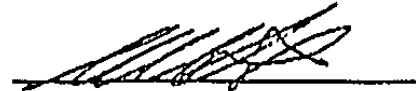
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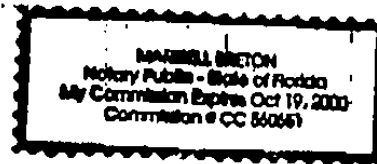
STATE OF FLORIDA)
)ss.
COUNTY OF DADE)

BEFORE ME, the undersigned authority, this 5 th day of November, 1996, personally appeared Abner Schoenwetter, and Virginia Schoenwetter, who are personally known to me, and after being duly sworn on oath, deposed and said they have fully read and understood the foregoing Articles of Incorporation for ACE TRAVEL & TOURS, INC. and have executed same knowingly and voluntarily for the purposes expressed therein.

SWORN TO AND SUBSCRIBED before me this 4 th day of November, 1996.



NOTARY PUBLIC, State of Florida



H96000015710

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FILED**CERTIFICATE OF DESIGNATION**

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED; ACE TRAVEL & TOURS, INC., DESIRING TO ORGANIZE AND QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA WITH ITS CORPORATE ADDRESS AT: 7137 COLLINS AVENUE, MIAMI BEACH, FLORIDA 33141, AND WITH ITS REGISTERED AGENT FOR SERVICE OF PROCESS WITHIN FLORIDA BEING VIRGINIA SCHOENWETTER, 7137 COLLINS AVENUE, MIAMI BEACH, FLORIDA 33141 HAVING BEEN MADE TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF DUTIES.


REGISTERED AGENT
VIRGINIA SCHOENWETTER

11/01/96
DATE

This Document Prepared by:



Barry T. Shelvin, Esq.

Florida Bar No.: 511587

1111 Kane Concourse, Suite 605

Bay Harbor Islands, Florida 33154

(305) 868-0304

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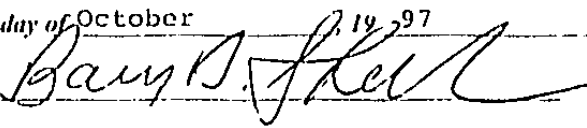
P96000091441

STATE OF FLORIDA
OFFICE OF THE COMPTROLLER
APPLICATION FOR REFUND

Section 215.26, Florida Statutes, states in part "Applications for refunds as provided in this section shall be filed with the Comptroller, except as otherwise provided herein, within 3 years after the right to such refund shall have accrued else such right shall be barred." Three years is generally interpreted as meaning three years from the date of payment into the State Treasury. The Comptroller has delegated the authority to accept applications for refund to the unit of State government which initially collected the money.

Pursuant to the provisions of Rule 3A-44.020, Florida Administrative Code, and Section 215.26, Florida Statutes, or Section _____, Florida Statutes, I hereby apply for a refund of moneys I paid into the State Treasury, which are subject to refund. The following information is submitted to substantiate the claim.

THE INFORMATION IN THIS BOX WILL BE USED TO WRITE AND MAIL YOUR REFUND CHECK. PLEASE TYPE OR PRINT LEGIBLY.

Name	Barry T. Shevlin, Esq.	EIN or SS#	266-37-5734
Address	1111 Kane Concourse, Suite 605, Bay Harbor Islands, FL 33154		
Amount	\$35.00	Date Paid	
Reason for Claim	The registered agent was changed on September 29, 1997 for ACE TRAVEL & TOURS, INC. (DOCUMENT #P96000091441)		
Certified true and correct this	20	day of October	19 97
Signature			
* Must be completed if authority is other than Section 215.26, Florida Statutes.			

LEJ AMENDMENT SECTION

Do Not Write in This Box - For Agency Use Only

Agency recommends approval of above claim and submits the following information to substantiate the claim:

Amount of recommended refund \$ 35.00

] The amount requested above was originally deposited into the State Treasury, as a part of the funds deposited on

State Treasurer's Receipt No. 01079-008 dated 9-30-97

NAME OF ACCOUNT: 45202130001453000000000010000

Statutory Authority for Collection 607.0122
It is requested that payment be made from the following account:

NAME OF ACCOUNT: 452021300014530000000022002000

Certified true and correct this _____ day of _____, 19 _____

Department of State, Division of Corporations
(Agency)

(Authorized Agency Signature and Title)



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

October 10, 1997

Barry T. Shovlin, Esquire
1111 Kane Concourse
Suite 605
Bay Harbor Islands, FL 33154

SUBJECT: ACE TRAVEL & TOURS, INC.
Ref. Number: P96000091441

We have received your document for ACE TRAVEL & TOURS, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Our records do not indicate that you are an officer, director, or registered agent of the subject corporation. Therefore, no resignation is required.

Enclosed is an application for refund.

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 (850) 487-6910.

Louise Flemming-Jackson
Corporate Specialist Supervisor

Letter Number: 897A00049875



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

October 10, 1997

Barry T. Shovlin, Esquire
1111 Kane Concourse
Suite 605
Bay Harbor Islands, FL 33154

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Louise Flemming-Jackson
Corporate Specialist Supervisor

Letter Number: 897A00049875

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CORPORATIONS