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December 5, 1996

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Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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****122.50 ****122.50

RE: Articles of Incorporation
Sky Travel, Inc.

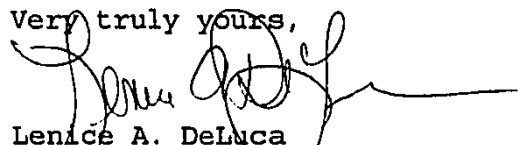
To Whom It May Concern:

Enclosed herein please find the Article of Incorporation for Sky Travel, Inc. Please file the documents. I have enclosed a check in the amount of \$122.50 representing the filing fee.

Please forward to our office the filed Articles. I have enclosed a self-addressed stamped envelope for your convenience.

If you have any questions, please do not hesitate to contact our office.

Very truly yours,


Lenice A. DeLuca
Assistant to Mr. Colon

/ld
Enclosures

FILED
96 DEC -9 PM 3:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

12-10-96
KR

**ARTICLES OF INCORPORATION
OF
SKY TRAVEL, INC.**

The undersigned, acting as Incorporator of a corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation for such Corporation:

ARTICLE ONE

The name of the Corporation shall be **SKY TRAVEL, INC.**

ARTICLE TWO

The period of its duration is perpetual.

ARTICLE THREE

Section 1: Purposes. The corporation is organized for the purpose of engaging in the business of travel agency and any business or activity permitted under the laws of the United States and Florida.

Section 2: Powers. Subject to any specific limitations imposed by these Articles of Incorporation, the corporation shall have the following powers:

(a) All those powers authorized by statute.

(b) The power to carry out the purposes set forth above in any state, territory, district or possession of the United States, or in any foreign county, to the extent that such purposes are not forbidden by the law of such state, territory, district or possession of the United States, or by such foreign county.

(c) The power to indemnify any director, officer, or employee, or former director, officer or employee of the corporation against expense actually and necessarily incurred by him or her in connection with the defense or settlement of any action, suit or proceeding in which he or she is made party by reason of being or having been such director, officer or employee, except in relation to matters as to which he or she shall be adjudged of misconduct in the performance of his or her duty.

ARTICLE FOUR

Section 1. Shares. The Corporation is authorized to issue 1,000 shares of capital stock, all of one class, at \$1.00 par value. The shares shall be common shares. All common shares shall be identical with each other in every respect and the holders thereof shall be entitled to one vote for each share which shareholders have the right to vote. All common shares shall be entitled to receive the net assets of the corporation upon its dissolution and together have unlimited voting rights.

Section 2: Pre-emptive Rights. The holders of the common shares of the corporation shall have a pre-emptive right to purchase the shares of the common stock of the corporation that

may be authorized by these Articles of Incorporation and unissued, and shall have the pre-emptive right to purchase at such price and upon such terms and conditions as the Board of Directors shall fix, such of the shares of the common stock of the corporation as may be authorized in excess of the shares of common stock authorized by these Articles of Incorporation, or as may be held by the corporation. Such pre-emptive rights shall be exercised in the respective ratio which the number of shares held by each shareholder at the time of such issue bears to the total number of shares outstanding in the names of all shareholders at such time.

ARTICLE FIVE

The name and address of the initial registered agent of the Corporation is

MARTIN ATENCIO
3145 BIRMINGHAM BLVD
ORLANDO, FLORIDA 32829

Acceptance of Registered Agent.

Having been named to accept Service of Process for the above corporation, at the place designated in the Articles of Incorporation, the undersigned is familiar with and accepts the obligations of that position pursuant to Florida Statute 607.050(3).


MARTIN ATENCIO

The address of the principal office of the Corporation is

3145 BIRMINGHAM BLVD
ORLANDO FLORIDA 32829

ARTICLE SIX

Section 1. The management of the affairs of the corporation shall be exercised by the Directors.

Section 2. The Directors shall have the power to make, alter, amend or repeal the bylaws, but any bylaws so made may be altered, amended or repealed by the affirmative vote of two-thirds (2/3) of the shareholders having voting rights at any annual or special meeting.

Section 3. No contract or other transaction between (1) the corporation and one or more of its shareholders, or (2) between the corporation and any firm of which one or more of its shareholders or directors are members or employees of the corporation, or in which they are interested, or (3) between the corporation and any corporation or association of which one or more of its directors are shareholders, members, directors, officers, or employees of the corporation, or in which they are interested, shall be invalid solely because of the fact of such

interest or the presence of such director or directors at the meeting of the Board of Directors of the corporation which acts upon or in reference to such contract or transaction, provided the facts of such interest shall be disclosed or known to the Board of Directors and the Board of Directors shall, nevertheless, authorize, approve and ratify such contract or transaction by a vote of a majority of the directors present. Such interested director or directors shall be counted in determining whether a quorum is present, but shall not be counted in calculating the majority necessary to carry such vote and shall not be permitted to vote upon such question. This section shall not be construed to invalidate any contract or other transaction which would otherwise be valid under the common and statutory law applicable thereto.

The initial Board of Directors shall consist of the following:

HEITOR SANDRESCHI
ARIEL SHAUR
MARTIN ATENCIO

ARTICLE SEVEN

The name and address of the incorporator(s) signing these Articles of Incorporation is:

HEITOR SANDRESCHI
3145 BIRMINGHAM BLVD
ORLANDO FL 32829

ARTICLE EIGHT

Each person herein named or hereafter elected an officer of this corporation shall be indemnified by the corporation against all costs and expenses, including counsel fees, reasonably incurred by or imposed upon him or her in connection with or resulting from any claim, demand, action, suit or proceedings to which he or she is or may be made a party by reason of being or having been an officer of this corporation, except as to matters as to which he or she shall be finally adjudged in such action to have been derelict in the performance of his or her duties as such officer.

ARTICLE NINE

The date when the corporate existence for this Corporation shall commence is UPON FILING.

ARTICLE TEN

The right is expressly reserved to amend these Articles of Incorporation or any article herein in any manner or respect now or hereafter permitted or provided by the Corporation Laws of the

State of Florida, and the right of all shareholders are expressly made subject to such power or amendment.

IN WITNESS WHEREOF, the undersigned incorporator(s) has/have executed these Articles of Incorporation this 4 day of December, 1996.

Heitor H. Sandreschi

STATE OF FLORIDA
ORANGE COUNTY

Subscribed before me on the 4 day of December, 1996, by Heitor Sandreschi, who is personally known to me or who produced Fla D.L. as identification and who did/did not take an oath.

Francisco Colon Jr
NOTARY PUBLIC
SEAL:



FRANCISCO COLON JR
My Commission CC579707
Expires Aug. 25, 2000

FILED
96 DEC -9 PM 3:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA