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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: CORPORATE CREATIONS INTERNATIONAL INC.
CONTACT: JOHNNY C RODRIQUEZ
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NAME: CADAE-TRAVEL INC

AUDIT NUMBER.....H96000017994

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

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PAGES..... 4

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FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham

Secretary of State

December 26, 1996

CORPORATE CREATIONS INTERNATIONAL INC.

SUBJECT: CADAE-TRAVEL INC
REF: W96000027009

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

Please fax the entire document. The only page received was the certificate of designation of registered agent.

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

FAX Aud. #: H96000017994
Letter Number: 596A00057265

H96000017994

Articles of Incorporation
of
Cadae - Travel Inc.

Article I. Name

The name of this Florida corporation is:
Cadae - Travel Inc.

Article II. Address

The mailing address of the Corporation is:
Cadae - Travel Inc.
625 South Dixie Highway, Suite 8
Lake Worth FL 33460

Article III. Capital Stock

The Corporation shall have the authority to issue 1,000 shares of common stock, par value zero per share.

Article IV. Registered Agent

The name and address of the registered agent of the Corporation is:
Raymond Jourdan
625 South Dixie Highway, Suite 8
Lake Worth FL 33460

Article V. Board of Directors

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than one director. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation.

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302-421-5752

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The election of directors shall be done in accordance with the Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by law.

The name of each initial member of the Corporation's Board of Directors is:

Raymond Jourdan

Article VI. Incorporator

The name and address of the incorporator is:

Corporate Creations International Inc.
401 Ocean Drive #312 (Door Code #125)
Miami Beach FL 33139-6629

Article VII. Corporate Existence

The corporate existence of the Corporation shall begin effective December 26, 1996

The authorized representative of the incorporator executed these Articles of Incorporation on December 26, 1996

Corporate Creations International Inc.

By: 

Brian R. Fons Vice President

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1220 North Market Street, Suite 606
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302-421-5752

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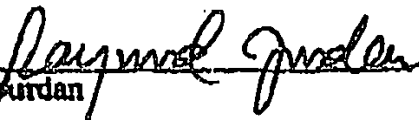
**CERTIFICATE OF DESIGNATION
REGISTERED AGENT AND REGISTERED OFFICE**

CORPORATION:
Cadae - Travel Inc.

REGISTERED AGENT:
Raymond Jourdan
625 South Dixie Highway, Suite 8
Lake Worth FL 33460

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I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.


Raymond Jourdan

Date: December 26, 1996

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American Incorporators, Ltd.
1820 North Market Street, Suite 600
Wilmington, DE 19801
302-421-6762