

JAN-07-1997 13:

PIRE DRG KI

S

12:17 PM

PUBLIC ACCRSS SYSTEM  
ELECTRONIC FILING COVER SHEET

((H97000000306 5))

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: BAC TRAVEL & TOURS, INC.

AUDIT NUMBER.....H97000000306

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

CERT. OF STATUS...0

PAGES..... 6

CERT. COPIES.....0

DEL.METHOD.. FAX

EST.CHARGE.. \$70.00

NOTE: PLEASE PRINT THIS PAGE AND USE IT AS A COVER SHEET. TYPE THE FAX  
AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

\*\* ENTER 'M' FOR MENU. \*\*

ENTER SELECTION AND <CR>:

Help F1 Option Menu F2

NUM CAPS Connect: 00:09:0:

FILED  
97 JAN -7 PM 3:13  
TALLAHASSEE, FLORIDA

1/6/97  
TB

**ARTICLES OF INCORPORATION OF  
BAC TRAVEL & TOURS, INC.**

②

**ARTICLE I NAME**

H97000000306

The name of this corporation is **BAC TRAVEL & TOURS, INC.**

**ARTICLE II DURATION**

This corporation shall have perpetual existence commencing on the date of the filing of these Articles with the Department of State.

**ARTICLE III NATURE OF BUSINESS**

This corporation may engage in any activity or business permitted under the laws of the United States and of this State.

**ARTICLE IV CAPITAL STOCK**

This corporation is authorized to issue 100 shares of \$1.00 per value common stock which shall be designated "Common Shares".

**ARTICLE V PRE-EMPTIVE RIGHTS**

Every shareholder, upon the sale for cash of any new stock of this corporation shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

**ARTICLE VI LOCATION**

The Street, Address, City, County and State in which the principal offices of the corporation are to be located are 8347 S.W. 40th Street, Miami, Dade County, Florida 33155. The Board of Directors may from time to time designate such other address and place for the principal office of this corporation as it may see fit.

-----  
PREPARED BY: **SERGIO MASSA, ACCOUNTANT**  
**BUSINESS AUTHORITY CORP.**  
8347 S.W. 40th ST.  
MIAMI, FL 33155  
TEL: (305) 220-3420

H97000000306

H97 000000306

## ARTICLE VII INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) Director initially. The number of Directors may be increased or diminished from time to time in accordance with By-Laws adopted by the stockholders. The names and addresses of the initial Board of Directors of this corporation are:

NAME	ADDRESS
Flor Massa President, Secretary	8347 S.W. 40th Street Miami, FL 33155

## ARTICLE VIII INCORPORATOR

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

NAME	ADDRESS
Flor Massa President, Secretary	8347 S.W. 40th Street Miami, FL 33155

## 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 by them to the stockholders and approved at a stockholders' meeting by a majority of the stock entitled to vote thereon, unless all the Directors and all the stockholders sign a written statement manifesting their intention that a certain amendment to these Articles of Incorporation be made.

H97 000000306

H97 00 0000 306

**ARTICLE X LIMITATIONS ON CORPORATE STOCK**

1. No shareholder can enter into a voting trust agreement or any other type agreement vesting another person with the authority to exercise the voting power of any or all of his stock.
2. If any officer, shareholder, agent or employee of this corporation who has been rendering professional services to the public becomes legally disqualified to render such services within the State of Florida, or is elected to a public office or accepts employment that, pursuant to existing law, places restrictions or limitations upon his continued rendering of such professional services, he shall cover all employment with, and financial interest in the corporation.
3. No shareholder of the Corporation may sell or transfer his stock in this corporation except to another individual who is eligible to be a shareholder of the corporation.

**ARTICLE XI INDEMNIFICATION**

The corporation shall indemnify any officer or director, to the full extent permitted by law.

**ARTICLE XII DISSOLUTION**

The corporation may be dissolved at any time on the affirmative vote of the holders of at least two thirds (2/3) of the outstanding shares of the corporation entitled to vote thereon. On dissolution the corporate property and assets shall, after payment of all debts of the corporation, be distributed to the shareholders pro-rata, each shareholder to participate in the distribution in direct proportion to the number of shares held by him.

**ARTICLE XIII INITIAL REGISTERED OFFICE AND AGENT**

The Street address of the initial registered office of this corporation is 8347 S.W. 40th Street, Miami, FL. 33155 and the name of the initial registered agent of this corporation at that address is Flor Massa.

H97 00 0000 306

H97000000306

IN WITNESS WHEREOF, the undersigned being the original incorporator for the purpose of forming a corporation to do business in the State of Florida, under the laws of the State of Florida, do make and file these Articles of Incorporation, here by declaring and certifying that the facts herein stated are true and hereunto set our hands and seals this 2nd day of January, 1997.



Flor Massa  
President

H97000000306

H97000000306

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

In pursuance of Chapter 48.091, Florida Statutes, the following is  
submitted, in compliance with said Act:

1. BAC TRAVEL & TOURS, INC., desiring to organize under the laws of  
the State of Florida, with its principal office, as indicated in  
the Articles of Incorporation at the City of Miami, State of  
Florida, has named Flor Massa, located at 8347 S.W. 40th Street,  
City of Miami, County of Dade, State of Florida, as its agent to  
accept service of process within this State.

**ACKNOWLEDGMENT:**

Having been named to accept service of process for the above stated  
Corporation, at the place designated in this Certificate, I hereby  
accept to act in this capacity and agree to comply with the  
provisions of said Act relative to keeping open said office.

*Flor Massa*  
Flor Massa

97 JAN -7 PM 3:13  
RECEIVED, FLORIDA

H97000000306