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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: FAS-T CORP. AGENTS, INC.
CONTACT: LIDIA FERNANDEZ
PHONE: (305)599-0839

ACCT#: 071001002335

FAX #: (305)716-0346

NAME: MARTELLY TRAVEL SERVICES, INC.

AUDIT NUMBER.....H9700000686

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

CERT. OF STATUS..1

PAGES..... 3

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ARTICLES OF INCORPORATION**ARTICLE I
NAME**

The name of this Corporation is: MARTELLY TRAVEL SERVICES, INC.
The mailing address is: 149 NW 99 ST, MIAMI SHORES, FL 33150

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**ARTICLE II
DURATION**

This Corporation shall have perpetual existence, unless dissolved according to law.

**ARTICLE III
PURPOSE**

This Corporation is organized for the purpose of transacting any or all business for which Corporations may be incorporated under Florida General Corporations Act.

**ARTICLE IV
CAPITAL STOCK**

This Corporation is authorized to issue: Five Hundred (500) shares of One Dollar (\$1.00) par value common stock, which shall be designated "Common Shares".

**ARTICLE V
INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this Corporation is
149 NW 99 ST, MIAMI SHORES, FL 33150
and the name of the initial registered agent of this Corporation at that address is:

LEANDRA C. MARTELLY

Prepared by:

LATIN AMERICAN 2000
1165 W 49 ST
HIALEAH FL 33012
(305) 826-0286

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ARTICLE VI
INITIAL BOARD OF DIRECTORS

This Corporation shall have (2) TWO directors initially. The number of directors may be either increased or diminished from time to time by the By-laws, but shall never be less than one. The name and address of the initial directors of this Corporation is:

LEANDRA C. MARTELLY 149 NW 99 ST, MIAMI SHORES, FL 33150

LESLEY MARTELLY 149 NW 99 ST, MIAMI SHORES, FL 33150

ARTICLE VII
INDEMNIFICATION

To the full extent permitted by law, the Corporation shall indemnify each person made or threatened to be made a party to any threatened, pending or completed action suit, or proceeding, whether civil, criminal, administrative or investigative (including, one in the right of the Corporation to procure a judgement in its favor) by reason of the fact that he or his testator or intestate, is or was a director, officer, employee or agent of the Corporation or served any other Corporation, partnership, joint venture, trust, or other enterprise in any capacity at the request of the Corporation.

ARTICLE VIII
INCORPORATED

The name and address of the person signing these articles is:

LEANDRA C. MARTELLY
149 NW 99 ST
MIAMI SHORES FL 33150

ARTICLE IX
OFFICERS

The officers of this Corporation shall be as follows:

LEANDRA C. MARTELLY PRESIDENT
LESLEY MARTELLY VICE-PRESIDENT

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In WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation
on this 10th day of January 1997
Having been named as registered agent and to accept the service

Shandra C. Martello
Incorporator/Registered Agent

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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