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PHONE: (305)541-3694 FAX #: (305)541-3770

NAME: PARADISE TOURS INTERNATIONAL, INC.  
AUDIT NUMBER.....H97000001436  
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.  
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ARTICLES OF INCORPORATION  
OF

PARADISE TOURS INTERNATIONAL, INC.

I, Linda M. Smith, in order to form a corporation for profit under and pursuant to the laws of the State of Florida, as contained in the "Florida General Corporation Act" as amended, certifies as follows:

Article I

Name

The name of this corporation is: PARADISE TOURS INTERNATIONAL, INC., and the principal office address shall be: 15476 N.W. 77 Court, Miami Lakes, Florida 33016.

Article II

Duration

The duration of the corporation shall be perpetual.

Article III

Nature of Business

The purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized under the Florida General Corporation Act.

Without limiting the scope and generality of the foregoing, the corporation may engage in the following activities:

To purchase, lease or otherwise acquire and to hold, own, sell or dispose of real and personal property of all kinds and in particular land, buildings, concessions, leaseholds, business concerns and undertakings, shares of stock, mortgages, bonds, debentures, and other securities, merchandise, book debts and claims, trade marks, trade names, patents and patent rights, copyrights and any interest in real and personal property.

To buy, sell, manufacture, repair, alter and exchange, let on hire, export and deal in all kinds of articles and things, either real or personal, which may be required for the purposes of any businesses, or commonly supplied or dealt in by persons, engage in any such businesses, or which may seem capable of being profitably dealt with in connection therewith.

LINDA M. SMITH, ESQ.  
FLORIDA BAR NO 289310  
33905 BISCAYNE BLVD., SUITE 200  
MIAMI, FL 33181  
(305)866-6424

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Articles of Incorporation  
PARADISE TOURS INTERNATIONAL, INC.  
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To manufacture, buy, sell, deal in, and to engage in, conduct and carry on the business of manufacturing, buying, selling and dealing in goods, wares and merchandise of every class and description necessary or useful for the operations of this corporation.

To take over and operate the business of firms, corporations and individuals to such extent and in such manner as is permitted under the laws of Florida relating to business corporations, and to acquire and hold the securities of other corporations.

To have and to exercise all the powers now or hereafter conferred by the laws of the State of Florida upon corporations organized under the laws under which the corporation is organized and any and all acts amendatory thereof and supplemental thereto.

Article IV

Capital Stock

Authorized Capital. The aggregate number of shares which may be issued by the corporation is One Thousand (1,000) shares, par value One Dollar (\$1.00) per share, all of which shall be common stock.

Article V

Initial Registered Agent and Office

(a) The name and address of the initial registered agent and office of this corporation is as follows:

Linda M. Smith, Esq.  
11900 Biscayne Blvd., Suite 200  
Miami, FL 33181

(b) In compliance with Section 48.091, Florida Statutes, the following statement is submitted:

Having been named 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 my duties.

  
Linda M. Smith  
Registered Agent

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Article VI

Officers and Directors

(a) Number. The initial board of directors shall consist of two (2) persons. The number of directors may be increased or decreased from time to time by an amendment of the bylaws of the corporation, in the manner provided by law, but shall never be less than one.  
 Articles of Incorporation

(b) Initial Officers and Director. The name and street address of the initial officers and board of directors of this corporation is as follows:

Name	Address
(P/S/D) Giuseppe Cavallo	300 Galen Drive #202 Key Biscayne, FL 33
(VP/T/D) Manfred Lochtermann #259	15505 Bull Run Road Miami Lakes, FL 33014

(c) Compensation. The board of directors is hereby specifically authorized to make provisions for reasonable compensation to its members for their services as directors, and to fix the basis and conditions upon which such compensation shall be paid. Any director of the corporation may also serve the corporation in any other capacity and receive compensation therefor in any form.

(d) Indemnification. The board of directors is hereby specifically authorized to make provision for indemnification of directors, officers, employees and agents to the full extent permitted by law.

Article VII

Incorporator

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

Name	Address
Linda M. Smith, Esq.	11900 Biscayne Blvd., Suite #200 Miami, Florida 33181

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IN WITNESS WHEREOF, the undersigned Incorporator  
has executed these Articles of Incorporation this 24  
day of January, 1997.



Linda M. Smith  
Incorporator

STATE OF FLORIDA)  
COUNTY OF DADE )

The foregoing instrument was acknowledged before me  
this 24 day of January, 1997, by Linda M. Smith, who is  
personally known to me or who has produced her Florida  
Driver's License as identification and who did not take  
an oath.



GLEN DOUGLAS WEIL  
My Commission Expires Nov. 14, 1998



NOTARY PUBLIC  
Name: GLEN DOUGLAS WEIL  
Commission No.: 02 509877  
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