

P9700000/4075



ACCOUNT NO. : 072100000032

REFERENCE : 264803 122977A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : February 19, 1997

ORDER TIME : 9:49 AM

ORDER NO. : 264803-005

CUSTOMER NO: 122977A

CUSTOMER: Craig B. Cotler, Esq
CRAIG B. COTLER, ESQ

Suite 460
8211 W. Broward Boulevard
Plantation, FL 33324

500002092185--9
-02/19/97-01074-012
****122.50 ****122.50

DOMESTIC FILING

NAME: VISTA TOURS & TRANSPORT, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Susana Romagosa

EXAMINER'S INITIALS:

FILED
97 FEB 19 AM 9:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

07 FEB 19 1997
OFFICE OF SECRETARY OF STATE
TALLAHASSEE, FLORIDA

VR
2-20-97

FILED
97 FEB 19 AM 9:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
VISTA TOURS & TRANSPORT, INC.

I, Craig B. Cotler, being of legal age, do hereby sign these presents for the purpose of forming a corporation under the laws of the State of Florida authorizing the formation of corporations.

ARTICLE I.

The name of the corporation shall be:

VISTA TOURS & TRANSPORT, INC.

ARTICLE II.

The general nature of the business and the objects and purposes to be transacted and carried on are to do any and all of the things herein mentioned, as fully and to the same extent as natural persons might or could do, viz:

A. The acquisition of business interests either in whole or in part, of any nature whatsoever both within and without the state of Florida and within and without the United States of America.

B. To build, construct and alter houses, buildings and structures of whatsoever nature and kind; to develop real property generally; to purchase, manufacture, acquire, hold, own, lease, sell, assign, transfer, invest in, trade in, deal in goods, wares, merchandise, real and personal property of every kind and description;

C. To conduct all types of business and operations; to have one

every kind and nature that may be conducive to the accomplishment of any purposes of this corporation.

E. To acquire by purchase, or otherwise, for investment or resale, and to own, improve, operate, subdivide, lease, mortgage, sell and otherwise deal in, for cash or credit, by conveyance, agreement for deed, or other lawful instrument, real estate or mixed property located in the State of Florida or elsewhere, and generally to deal in and traffic as owner or agent in real estate, personal and mixed property, and any interest or estate therein, and to create, own, lease, sell, operate or deal in freehold and leasehold estates of any and all nature whatsoever and to be an investor in real, mixed and/or personal property; to grant, sell and otherwise deal in franchises and licenses.

F. To factor, lend or borrow money, be a surety, and to execute and deliver, accept, take and receive notes, bonds, debentures or other evidences thereof, and mortgage, trust deed, pledges or other securities for the payment of same.

G. To act as agent, broker, or attorney-in-fact for any persons, firms or corporations in buying, selling and dealing in real or personal property or services of whatsoever kind or nature and in managing and conducting any legal actions, proceedings and business relating to any of the purposes herein mentioned or referred to.

H. To acquire, hold, undertake and fully exploit the good will, property, rights, franchises, assets of every kind and the liabilities of any person, firm, association or corporation, either wholly or partly; and to pay for the same in cash, stocks or bonds of the company or otherwise.

I. In any manner to acquire, enjoy, utilize and to dispose of patents, copyrights and trademarks, and any license or other

forms of securities, including stocks, bonds, debentures, mortgages, notes, evidencing shares of or interest in common law trusts, trusts and trust estates or associations, certificates of trust or beneficial interests in trusts, mortgages, contracts and other instruments, securities and rights; to investigate and report with respect to; and to undertake, carry on, aid, assist or participate in the organization, liquidation or reorganization of financial, commercial, mercantile, manufacturing, industrial or other business concerns, firms, associations and corporations; to institute, participate in or promote commercial, mercantile, financial and industrial enterprises and operations.

K. To borrow money and contract debts when necessary in the purchase of or acquisition of real, personal and intangible property, business rights or franchises, or for additional working capital or for any other object in or about its business or affairs and without limit as to amount; and to secure the payment of money in any lawful manner.

L. To enter into any partnership, limited or general, as Limited or General Partner, or both, and to enter into any other arrangement for profit-sharing, union or interest, or cooperation, with any corporation, association, partnership, syndicate, entity, person or governmental, municipal or public authority in the carrying on of any business or transaction deemed necessary, convenient or incidental to carrying out any of the purposes of this corporation.

M. To purchase, hold, sell and transfer shares of its own capital stock; subject, however, to such limitations as may be provided by law; capital stock owned by the corporation shall not be voted upon directly or indirectly, nor counted as outstanding for the purpose of any stockholders' quorum or vote.

or interested in any property, or otherwise.

O. To exercise all of the powers which are now or may hereafter be conferred upon corporations generally by the laws of the State of Florida.

ARTICLE III.

The capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows: 1,000 shares of common stock at \$1.00 per share par value.

ARTICLE IV.

The amount of capital with which this corporation shall commence business shall be not less than Five Hundred (\$500.00) Dollars.

ARTICLE V.

This corporation shall exist perpetually unless sooner dissolved according to law.

ARTICLE VI.

The initial street address of said corporation shall be: 855 Collins Avenue, Suite 122, Miami Beach, Florida 33139, with the privilege of having its office and branch offices at other places within or without the State of Florida.

ARTICLE VII.

The number of Directors of this corporation shall be not less than one (1) nor more than three (3) and the initial Board of Directors of this corporation shall be comprised of two (2) members.

MOSHE ANOUNOU

855 Collins Avenue, Suite 122,
Miami Beach, Florida 33139

EDUARDO GONZALEZ

855 Collins Avenue, Suite 122,
Miami Beach, Florida 33139

ARTICLE IX.

The name and address of the person signing these Articles of Incorporation as the incorporator is as follows:

NAME

ADDRESS

CRAIG B. COTLER

8211 West Broward Boulevard
Suite 460
Plantation, Florida 33324

ARTICLE X.

These Articles of Incorporation may be amended in the manner provided by law. Each 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.

ARTICLE XI.

The corporation has designated as its Registered Office: 8211 West Broward Boulevard, Suite 460, Plantation, Florida 33324.

ARTICLE XII.

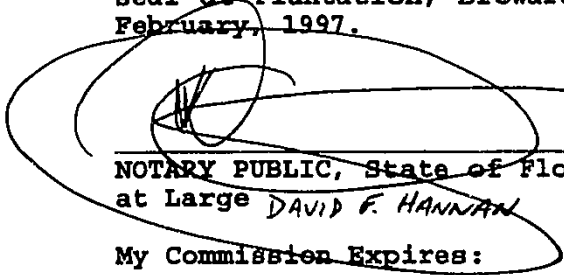
The corporation has designated as its Registered Agent, CRAIG B. COTLER who is a resident of the State of Florida, and whose business office is the same as that of the registered office.

IN WITNESS WHEREOF, I, the undersigned, being the incorporator, and for the purpose of forming a corporation pursuant to the corporation law of the State of Florida, do make and file this Certificate, hereby declaring and certifying that the facts herein

STATE OF FLORIDA)
COUNTY OF BROWARD)

BEFORE ME, the undersigned authority, personally appeared CRAIG B. COTLER to me well known and known to me personally to be the person described in and who executed the foregoing Certificate of Incorporation, and he acknowledged to and before me that he executed the same for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto affixed my hand and official seal at Plantation, Broward County, Florida, this 18th day of February, 1997.


NOTARY PUBLIC, State of Florida
at Large DAVID F. HANNAN

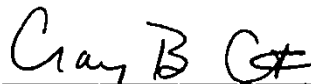
My Commission Expires:



DAVID F. HANNAN
Commission # CC 280853
Expires April 28, 1997

ACKNOWLEDGMENT

Having been named as the Registered Agent for the above stated corporation at the place designated in said Articles, I hereby accept to act in this capacity and agree to comply with the provisions of all applicable statutes relative to keeping open said office.


CRAIG B. COTLER,
REGISTERED AGENT

FILED
97 FEB 19 AM 9:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA