

March 1, 1997

097000022180

Secretary of State
Corporation Division
State of Florida
PO Box 6327
Tallahassee, FL 32314

3-1-97

RE: SWAN TRAVEL & TOURS, INC.

Gentlemen:

Enclosed herewith are the Articles of Incorporation together with a copy of said articles for SWAN TRAVEL & TOURS, INC. and our check in the amount of \$122.50 as follows:

Filing Fee	\$35.00
Certified Copy	52.50
Registered Agent Designation	35.00

	\$122.50

Respectively submitted,


JACQUES HORN
Officer, registered agent

of

SWAN TRAVEL & TOURS, INC.

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-03/05/97--01040--013
****122.50 ****122.50

3/12/97
JD

ARTICLES OF INCORPORATION

OF

SWAN TRAVEL & TOURS, INC.

EFFECTIVE DATE
3-1-89

We, the undersigned Incorporator and Subscriber, Being natural persons competent to contract, hereby organize and incorporate under the laws of the State of Florida, by and under the provisions of the Statutes of said State of Florida.

ARTICLE I

The name of this corporation shall be:

SWAN TRAVEL & TOURS, INC.

ARTICLE II

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

ARTICLE III

The maximum number of shares of capital stock that this corporation is authorized to have outstanding at any one time is SEVENTY FIVE HUNDRED (7500) shares of common stock, having a par value of ONE DOLLAR (1.00) Dollar per share.

ARTICLE IV

The amount of capital with which this corporation will begin business shall be the sum of not less than ONE HUNDRED (100.00) Dollars.

ARTICLE V

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

ARTICLE VI

The initial street address of the principal office of the corporation shall be:

1200 CLINTMOORE ROAD
STE 9
BOCA RATON, FL 33487

ARTICLE VII

The number of Directors of this corporation shall be at least ONE (1) and no more than FIVE (5).

ARTICLE VIII

The names and street addresses of the members of the first Board of Directors of this Corporation are as follows:

JACQUES HORN 1200 CLINTMOORE RD #9 BOCA RATON, FL 33487
PASCAL ZAY 1200 CLINTMOORE RD #9 BOCA RATON, FL 33487
BESALEL BELOLO 1200 CLINTMOORE RD #9 BOCA RATON, FL 33487

ARTICLE IX

The name and street address of the persons signing these Articles of Incorporation as subscriber is as follows:

JACQUES HORN 1200 CLINTMOORE RD #9 BOCA RATON, FL 33487
PASCAL ZAY 1200 CLINTMOORE RD #9 BOCA RATON, FL 33487
BESALEL BELOLO 1200 CLINTMOORE RD #9 BOCA RATON, FL 33487


ARTICLE X

The corporate existance of this corporation shall begin on MARCH 1, 1997.

IN WITNESS WHEREOF, the undersigned, JACQUES HORN,
PASCAL ZAY, AND BESALEL BELOLO
being a natural persons, competent to contract, has hereunto set
my hand and seal this FIRST day of MARCH 1997.

X  (seal)
JACQUES HORN


X  (seal)
PASCAL ZAY

X  (seal)
BESALEL BELOLO

STATE OF FLORIDA) ss
COUNTY OF PALM BEACH)

BEFORE ME, the undersigned Notary Public of the State of
Florida personally appeared JACQUES HORN, PASCAL ZAY, AND
BESALEL BELOLO to me well
known and known to me to be the individuals described in and
who executed the foregoing Articles of Incorporation, and they
acknowledged before me that they executed the same freely and
voluntarily for the purpose therein expressed.

Witness my hand and official seal this FIRST day of
MARCH, 1997.


Notary Public, State of Florida
My commission expires:

OFFICIAL NOTARY SEAL
MARY E DORAK
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC375291
MY COMMISSION EXP. MAY 23, 1998

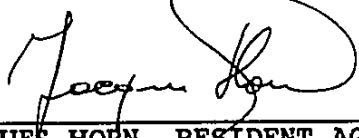
CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

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

First: That SWAN TRAVEL & TOURS, INC. desiring to organize under the Laws of the State of Florida with its principal offices as indicated in the Articles of Incorporation, in the City of BOCA RATON, County of PALM BEACH, State of Florida, has named JACQUES HORN, located at C/O COMPUKEEPER 1580 NW 2ND AVE. #1 BOCA RATON, FL 33432 as its agent to accept services of process within this State.

ACKNOWLEDGEMENT

Having been named to accept services 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.

BY: 
JACQUES HORN, RESIDENT AGENT