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AWO ICER
MARC L. BARBAROFF
2100 N.E. MIAMI GARDENS DRIVE
SUITE 100

FILED

MIAMI, FLORIDA 33133 87 MAR 17 PM 2:55

ADMITTED IN FLORIDA AND NEW YORK

DADE (005) 005-0177
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
BRYAN (005) 701-7227

March 13, 1997

Secretary of State
Division of Corporations
409 East Gaines Street
"The Old Jail"
Tallahassee, Florida 32301

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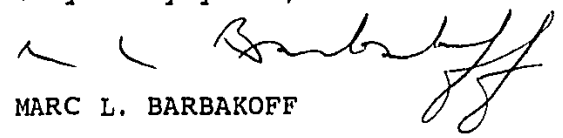
RE: Double-Decker Fun Tours U.S.A., Inc.

Dear Sir or Madam:

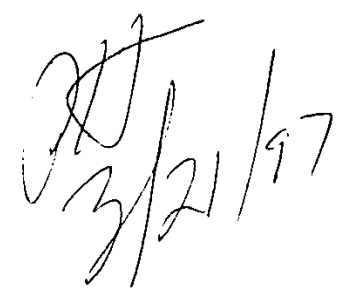
Enclosed please find articles of incorporation to be filed with your office. I have enclosed my check in the amount of \$122.50.

If you have any questions or concerns please do not hesitate to contact me.

Very truly yours,


MARC L. BARBAKOFF

MLB/ag
Enclosures
cc: Mr. Alejandro R. Garzon
Mr. Donald Dimitri Kjos
Mr. Sheldon L. Kessler



ARTICLES OF INCORPORATION
OF
DOUBLE-DECKER FUN TOURS U.S.A., INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

WE, the undersigned, hereby associate ourselves together for the purpose of becoming a corporation under the laws of the State of Florida, Chapter 607, providing for the formation of a corporation for profit, with the powers, rights, privileges and immunities hereinafter mentioned, and we hereby make, subscribe and acknowledge and file with the Secretary of State of Florida these Articles of Incorporation; and to that end we do, by these Articles set forth:

ARTICLE ONE - NAME

The name of this corporation is **DOUBLE-DECKER FUN TOURS U.S.A., INC.**

ARTICLE TWO - DURATION

The corporation shall have a perpetual existence.

ARTICLE THREE - PURPOSE

The purpose of this corporation is to engage in any activity or business allowed and permitted to be done by corporations under the statutes of the State of Florida. The corporation shall transact and carry on any business hereinafter mentioned, and all other lawful business not herein delineated, as the need arises, as fully and to the same extent as natural persons might or could do, to wit:

(A) To conduct tours and provide transportation services to groups and individuals.

(B) To purchase, lease, conduct, operate and negotiate to purchase or lease, and to maintain, a store or stores, offices, warehouse, garages or other premises for sales, distribution centers, warehousing, telephone facilities, storage centers, or other outlets for the purpose of conducting the business of the corporation.

(C) Generally, to make and perform contracts of any kind and description, and for the purpose of attaining any of the objectives of the corporation, to do and perform any other acts and things and to exercise any and all powers which a co-partnership or a natural person could do and exercise and which are now, or hereafter may be authorized by law, and generally do and perform any and all things necessary or incidental to the performing or carrying out of the powers hereinabove specifically delegated or implied or things which are necessary or desirable in order to accomplish them.

ARTICLE FOUR - CAPITAL STOCK

The aggregate number of share which the corporation is authorized to issue is 500 shares of common stock. Such shares shall be of a single class and shall have a par value of \$1.00 per share. All said stock shall be payable in cash, property, labor or services at a just valuation to be fixed by the Board of Directors at a meeting called for that purpose; labor or services may be purchased or paid for with the capital stock at a just valuation to be fixed by the Board of Directors at a meeting called for that purpose.

ARTICLE FIVE - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial Principal Office of the corporation is 2450 N.E. Miami Gardens Drive, Suite 100, Miami, Florida 33180.

The Registered Agent shall be MARC L. BARBAKOFF, ESQ., whose address is 2450 N.E. Miami Gardens Drive, Miami, Florida 33180.

ARTICLE SIX - INITIAL BOARD OF DIRECTORS

The number of directors constituting the initial Board of Directors is three (3). The number of directors may be increased or decreased from time to time in accordance with the By-laws but shall never be less than one. The name and address of each initial director of the corporation is as follows:

<u>NAME</u>	<u>ADDRESS</u>
Alejandro R. Garzon	350 Fifth Avenue - Suite 4503 New York, N.Y. 10118
Donald Dimitri Kjos	111 Briny Avenue #510 Pompano Beach, Fl. 33062
Sheldon L. Kressler	1000 S. Ocean Blvd. #14E Pompano Beach, Fl. 33062

ARTICLE SEVEN - INCORPORATORS

The name and address of each incorporator is as follows:

<u>NAME</u>	<u>ADDRESS</u>
Marc L. Barbakoff	2450 N.E. Miami Gardens Dr. Suite 100 Miami, Florida 33180

ARTICLE EIGHT - INITIAL OFFICERS

Alejandro R. Garzon	President
Donald Dimitri Kjos	Vice-president/Secretary
Sheldon L. Kressler	Vice-president/Treasurer

ARTICLE NINE - SUBSCRIBERS

The names and street addresses of each subscriber and the number of shares of stock which each agreed to take are as follows, all the proceeds which will amount to at least Three Hundred (\$300.00) Dollars:

Alejandro R. Garzon	100 shares/\$100.00
Donald Dimitri Kjos	100 shares/\$100.00
Sheldon L. Kressler	100 shares/\$100.00

ARTICLE TEN - AMENDMENTS

The corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned has signed these Articles of Incorporation on this 13 day of MARCH, 1997.

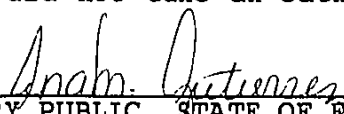


Marc L. Barbakoff, Incorporator

STATE OF FLORIDA)
)ss:
COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 13 day of MARCH, 1997, by Marc L. Barbakoff.

/ ✓ / who is personally known to me; or
/ / who has produced a driver's license or _____
as identification and who did/did not take an oath.



NOTARY PUBLIC, STATE OF FLORIDA



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

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

That **DOUBLE-DECKER FUN TOURS U.S.A., 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, County of Dade, and the State of Florida, has named **MARC L. BARBAKOFF, ESQ.**, located at 2450 N.E. Miami Gardens Drive, Miami, Florida as its agent to accept service of process within its State.


INCORPORATOR

DATED: 3/13/97

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said office.


RESIDENT AGENT

DATED: 3/13/97