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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

March 18, 1997

Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

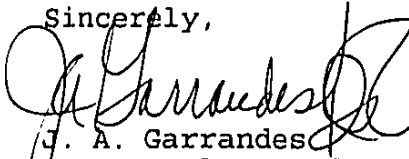
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*****70.00 *****70.00

RE: JAG TRAVEL, INC.

Dear Sir or Madam:

Enclosed you will find an original and one copy of the Articles of Incorporation for JAG Travel, Inc. You will also find enclosed check #2083, in the amount of \$70.00 to cover the necessary charges.

Sincerely,



J. A. Garrandes
2299 Douglas Road, Suite #302
Miami, FL 33145
Tel: (305) 446-3351

PK
3/26/97

ARTICLES OF INCORPORATION

OF

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JAG TRAVEL, INC.

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The undersigned natural persons acting as incorporators of the corporation under the provisions of the Florida General Corporation Act, hereby adopt the following ARTICLES OF INCORPORATION:

ARTICLE I

NAME AND ADDRESS OF THE CORPORATION

The name and address of the Corporation are:

JAG TRAVEL, INC.
2299 Douglas Road, Suite #302
Miami, Florida 33145

ARTICLE II

DURATION

The period of duration of the Corporation is Perpetual.

ARTICLE III

PURPOSE

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

ARTICLE IV

CAPITAL

The corporation shall have authority to issue and have outstanding, not more than THREE HUNDRED (300) shares of common stock, each having a par value of ONE DOLLAR.

The stock shall be payable in cash, property, labor or any other services at a just valuation to be fixed by the Board of Directors at a meeting called for that purpose.

ARTICLE V

INITIAL REGISTERED ADDRESS AND AGENT

The initial registered address of the Corporation is 2299 Douglas Road, Suite #302, Miami, Florida 33145 and the initial Registered Agent of the Corporation is JUAN A. GARRANDES, an individual resident of the State of Florida, whose business office is at 2299 Douglas Road, Suite 302, Miami, Florida 33145.

ARTICLE VI

DIRECTORS

The Corporation shall have THREE DIRECTORS initially, whose name and street address are as follows:

NAME	ADDRESS
JENNY A. PRATT	2299 Douglas Road, Suite #302 Miami, Florida 33145
JUAN A. GARRANDES	2299 Douglas Road, Suite #302 Miami, Florida 33145
ILEANA M. RAMOS	2299 Douglas Road, Suite #302 Miami, Florida 33145

ARTICLE VII

The names and addresses of the initial subscribers are as follows:

NAME		ADDRESS
JENNY A. PRATT	100 shares	2299 Douglas Road, Suite #302 Miami, Florida 33145
JUAN A. GARRANDES	100 shares	2299 Douglas Road, Suite #302 Miami, Florida 33145
ILEANA M. RAMOS	100 shares	2299 Douglas Road, Suite \$302 Miami, Florida 33145

ARTICLE VIII


OFFICERS


The initial officers of the Corporation and their addresses are:

NAME		ADDRESS
JENNY A. PRATT	PRESIDENT	2299 Douglas Road, Suite #302 Miami, Florida 33145
JUAN A. GARRANDES	EXECUTIVE VICE PRESIDENT	2299 Douglas Road, Suite #302 Miami, Florida 33145
ILEANA M. RAMOS	SECRETARY/ TREASURER	2299 Douglas Road, Suite #302 Miami, Florida 33145

I, Juan A. Garrandes, as registered agent of JAG Travel, Inc.,
assert that I am familiar with and accept the duties and
responsibilities as registered agent for said corporation.
EXECUTED this 5th day of March, 1997, in Miami, Florida.


JENNY A. PRATT Incorporator


JUAN A. GARRANDES Incorporator


ILEANA M. RAMOS Incorporator

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TALLAHASSEE
FLORIDA

STATE OF FLORIDA
COUNTY OF DADE

I, the undersigned, a Notary Public, duly commissioned to take
acknowledgement and administer oaths in the State of Florida, do
hereby certify that on this day personally appeared before me

JENNY A. PRATT, JUAN A. GARRANDES AND ILEANA M. RAMOS

Whom, being by me first duly sworn, declared that they are the
incorporators referred to in Article VII of the foregoing Articles of
Incorporation, and that the statements contained herein are true.

WITNESS my hand and seal this 5th day of March, 1997.



William P. Rivera
My Commission CC579549
Expires Aug. 25, 2000


NOTARY PUBLIC
My commission expires on