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CIRCUIT COURT MEDIATOR
COUNTY COURT MEDIATOR
DANIELLE S. BRACKETT

April 7, 1997

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
Post Office Box 6327
Tallahassee, Florida 32314

Re: USA Paradise Tours, Inc.

Gentlemen:

Please find original and one copy of the Articles of Incorporation and Consent of Resident Agent for filing with your office, reference above, along with my office check # 28423 in the amount of \$122.50 representing filing fee.

Please endorse your approval of the Articles of Incorporation on the enclosed copy, certify and return same to this office.

Thank you.

Sincerely yours,

Jerome L. Teppes, Esq.

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 APR -9 PM 3:34

JLT/ps
Enclosures: as noted

vfw 4-9-97

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ARTICLES OF INCORPORATION OF
USA PARADISE TOURS, INC.

ARTICLE I

NAME

The name of the corporation is USA PARADISE TOURS, INC.

ARTICLE II

DURATION AND COMMENCEMENT OF EXISTENCE

This corporation shall commence on the date of filing with the Secretary of State. This corporation shall have perpetual existence.

ARTICLE III
PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business for which corporations may be incorporated under Chapter 607 of the Florida Statutes.

ARTICLE IV
CAPITAL STOCK

This corporation is authorized to issue 1,000 shares of \$1.00 par value common stock.

ARTICLE V
CORPORATE OFFICE

The address of the corporate office is 1007 North Federal Highway, Suite 213, Fort Lauderdale, Florida 33304 or as otherwise reflected in the annual report.

ARTICLE VI
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 1725 East Commercial Blvd., Florida Lauderdale, Florida 33334 and the name of the initial Registered Agent of this corporation at that address is Francesco Mutti.

ARTICLE VII
INITIAL BOARD OF DIRECTOR/INCORPORATOR

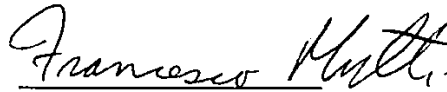
The corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one nor more than three. The name and address of the initial director of this corporation is:

<u>NAME</u>	<u>ADDRESS</u>
FRANCESCO MUTTI	1007 North Federal Highway, Ste. 213 Fort Lauderdale, Florida 33304

ARTICLE VIII
INDEMNIFICATION

The corporation shall indemnify any officer or director, or former officer or director, to the full extent permitted by law.

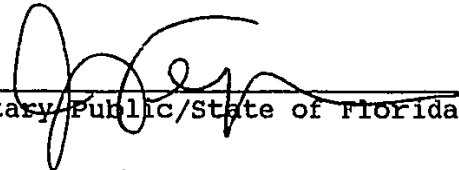
IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 31 day of March, 1997.


FRANCESCO MUTTI

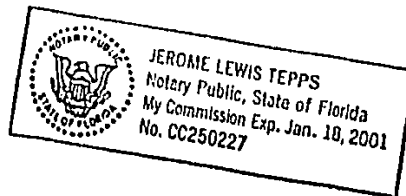
STATE OF FLORIDA)
COUNTY OF BROWARD)

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared FRANCESCO MUTTI known to me and known by me or who produced Florida Driver's license as identification, who did take an oath, and he acknowledged before me that he executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my seal in the State of County above mentioned, this 31 day of March, 1997.


Notary Public/State of Florida

my commission expires:



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

Pursuant to Section 48.091 and Section 607.034(3), Florida
Statutes, the following is submitted in compliance with said
Sections:

USA PARADISE TOURS, INC. desires to organize under the Laws
of the State of Florida with its registered office as indicated
in the Articles of Incorporation at 1725 East Commercial Blvd.,
Fort Lauderdale, Florida 33334 and has named Francesco Mutti,
1725 East Commercial Blvd., Fort Lauderdale, Florida 33334 as its
Agent to accept service of process within this State.

CONSENT OF REGISTERED AGENT

Having been named to accept service of process for the above
named 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 Sections relative to keeping open said
office.

Francesco Mutti
FRANCESCO MUTTI

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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