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FILED

97 APR 14 PM 1:23

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

April 11, 1997

Department of State
Corporate Records/
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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-04/14/97--01085--011
*****70.00 *****70.00

Re: Incorporation of Travel Ventures, Inc.

Dear Secretary of State:

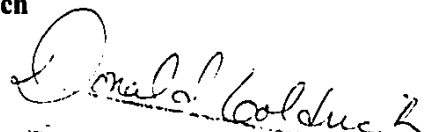
Enclosed find one original and a copy of the Articles of Incorporation of my client Travel Ventures, Inc.

Also find enclosed a check payable to the Secretary of State in the amount of \$70.00 which represents the statutory filing fee.

Your assistance in establishing this corporation is appreciated.

Very truly yours,


Donald S. Goldrich


INFORMATION BY PHONE TO
1st PG - cop name
OK

PH 4/15/97
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PH 4/15/97

ARTICLES OF INCORPORATION

OF

TRAVEL VENTURES, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE ONE

The name of the corporation is TRAVEL VENTURES, INC.

The principal address of the corporation is: 3200 N.E. 14th Street, Pompano Beach, Florida 33062.

ARTICLE TWO

The period of its duration is perpetual.

ARTICLE THREE

The purpose for which the corporation is organized is the transaction of any or all lawful business for which corporations may be incorporated under the Florida Corporation Act.

ARTICLE FOUR

The aggregate number of shares which the corporation shall have authority to issue is two hundred (200) of no par value.

ARTICLE FIVE

The corporation will not commence business until it has received for the issuance of shares consideration of the value of \$1,000.00 consisting of money, labor done or property actually received.

ARTICLE SIX

The street address of its initial registered office is 3200 N.E. 14th Street, Pompano Beach, Florida 33062, and the name of its initial registered agent at such address is DONALD GOLDRICH.

I hereby am familiar with, and accept the duties and responsibilities as registered agent for said corporation.


DONALD GOLDRICH

ARTICLE SEVEN

The number of directors constituting the initial board of directors is two (2), and the name and address of the person or persons who are to serve as directors until the first annual meeting of the shareholders or until their successors are elected and qualified are:

Name	Mailing Address
VINCENT DIMA	108 Helms Hill Road, Blooming Grove, New York 10914
WILLIAM NORRIS	4444 Regency Drive, Lake Worth, Florida 33461

ARTICLE EIGHT

The Board of Directors is empowered to make, alter or repeal the Bylaws of the corporation without restriction of their powers conferred by statute.

ARTICLE NINE

The name and address of each incorporator is:

Name	Mailing Address
DONALD GOLDRICH	3200 N.E. 14th Street, Pompano Beach, Florida 33062

(signed)



Incorporator

ARTICLE TEN

The powers of the incorporators cease upon filing the Articles of Incorporation.

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