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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: FAS-T CORP. AGENTS, INC.
CONTACT: LIDIA FERNANDEZ
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NAME: FRANCIS TRAVEL, INC.

AUDIT NUMBER.....H97000007366

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

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FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham

Secretary of State

May 6, 1997

FAS-T CORP. AGENTS, INC.

SUBJECT: FRANCIS TRAVEL, INC.

REF: W97000010312

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name DOES NOT constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

The name conflict is "FRANCES TRAVEL, INC."

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6931.

Becky McKnight
Document Specialist

FAX Aud. #: H97000007366
Letter Number: 897A00023686

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ARTICLES OF INCORPORATION

OF

FRANCIS TRAVEL & TOURS, INC.

I, the undersigned, being of legal age and natural person, do hereby subscribe to, acknowledge and file the following Articles of Incorporation for the purpose of creating a corporation under the laws of the state of Florida.

ARTICLE I
NAME

The name of this corporation is FRANCIS TRAVEL & TOURS, INC.

ARTICLE II
PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE III
STOCK

This corporation shall be authorized to issue 10,000 shares of capital stock, at a par value of \$1.00 per share. All of said stock shall be payable in cash; property, real or personal; or labor or services in lieu of cash, at a just valuation, to be fixed by the Board of Directors of this corporation. The payment thereof does not have to be at the time of issuance, provided that said shares are subject to calls thereon until the whole consideration therefore shall have been paid.

ARTICLE IV
CORPORATE EXISTENCE

This corporation shall have perpetual existence, unless sooner dissolved according to law.

ARTICLE V
CORPORATE ADDRESS

The street address of the initial principal office of this corporation is 6140 S.W. 78th St. Miami, Florida 33143 with the privilege of having its offices and branch offices at other places within or without the State of Florida.

Prepared by: Joseph Shomar
17439 N.W. 66th Ct.
Miami, FL 33015
(305) 828-2284

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ARTICLE VI
INCORPORATOR

The name and mailing address of the incorporator is as follows:

NAME	ADDRESS
Joseph Shomar	17439 N.W. 66 Ct. Miami, FL. 33015

ARTICLE VII
INITIAL BOARD OF DIRECTORS

This corporation shall have two directors 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. The names and addresses of the initial directors of this corporation are:
President, Maria Ferrara, 6140 S.W. 78th St. Miami, FL. 33143.

Vice President, Jihad Francis, same as above.

Secretary, Maria Ferrara, same as above.

Treasurer, Maria Ferrara, same as above.

ARTICLE VIII
REGISTERED AGENT

The initial registered agent of this corporation shall be Joseph Shomar and the street address of the initial registered office of this corporation is 17439 N.W. 66 Ct. Miami, FL. 33015.

ARTICLE IX
ACCOUNTING YEAR

This corporation shall have a calendar year starting January 1st and ending December 31st.

ARTICLE X
AMENDMENTS

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

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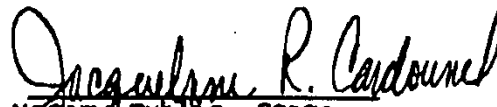
IN WITNESS WHEREOF, the undersigned have made and subscribed to these Articles of Incorporation this 5th day of May, 1997.

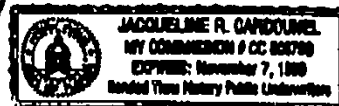

Joseph Shomar

STATE OF FLORIDA
COUNTY OF DADE

BEFORE ME, the undersigned authority, personally appeared Joseph Shomar, who by me first duly sworn and cautioned, states that he executed the foregoing Articles of Incorporation and they are true and correct to the best of his knowledge and belief.

SWORN TO AND SUBSCRIBED before me this 5th day of May, 1997.


Notary Public, State
of Florida at Large



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In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act: FRANCIS TRAVEL & TOURS, INC.
First--that Francis Travel & TOURS, INC. desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at Miami, County of Dade, State of Florida has named Joseph Shomar located at 17439 N.W. 66 Ct., Miami, FL. 33015; Telephone: (305) 828-2284; city of Miami, County of Dade, State of Florida, as its agent to accept service of process within this state.

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 provision of said Act relative to keeping open said office.

By: 
(Resident Agent)

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TALLAHASSEE, FLORIDA

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