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((H97000010393 1))

TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY  
CONTACT: RAY STORMONT  
PHONE: (305)541-3694

ACCT#: 072450003255

FAX #: (305)541-3770

NAME: IC TRAVEL CORP.

AUDIT NUMBER.....H97000010393

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

CERT. OF STATUS..0

PAGES..... 4

CERT. COPIES.....1

DEL.METHOD.. FAX

EST.CHARGE.. \$122.50

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97 JUN 25 AM 7:15

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FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

97 JUN 25 AM 7:45

**ARTICLES OF INCORPORATION**

**OF**

**IC TRAVEL CORP.**

**ARTICLE I - NAME**

This name of this Corporation is IC TRAVEL CORP.

**ARTICLE II - DURATION**

This Corporation shall exist perpetually commencing on the date these articles are filed.

**ARTICLE III - PURPOSE**

This Corporation is organized for the transaction of any and all lawful purposes.

**ARTICLE IV - CAPITAL STOCK**

This Corporation is authorized to issue five hundred shares of \$1.00 par value, which said shares shall be designated as "Common Shares".

**ARTICLE V - INITIAL REGISTERED AND PRINCIPAL OFFICE AND AGENT**

The name and street address of the initial Registered Agent of this Corporation is CARMEN VALAREZO whose office is located at 780 N.E. 69TH STREET, SUITE 203, PALM BAY, FL 32909 This is also the principal mailing address.

**ARTICLE VI - INITIAL BOARD OF DIRECTORS**

This Corporation shall have ONE (1) initial director. The number of directors may increase from time to time by the by-laws but shall never be less than One (1). The name and address of the initial director is:

President: CARMEN VALAREZO

Address: 780 N.E. 69TH STREET, SUITE 203,  
PALM BAY, FL 32909

The name and address of the person signing these Articles of Incorporation is :  
CARMEN VALAREZO, 780 N.E. 69TH STREET, SUITE 203, PALM BAY, FL  
32909.

Shelly Minaya, Esq.

P.O. Box 550126

Ft. Lauderdale, FL 33355-0126

(954) 476-2524 / FAX. 0936804

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ARTICLE VII - INCORPORATION

This Corporation shall have all the Corporate powers enumerated in the Florida General Corporation Act.

ARTICLE IX - AMENDMENT

This Corporation reserves the right to amend, rescind, or repeal any provisions contained in these Articles of Incorporation, and amendment thereof, and any right conferred upon the shareholders herein to this reservation.

ARTICLE X - INDEMNIFICATION

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

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 20 day of JUNE, 1997.

  
CARMEN VALAREZO

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**CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

First that IC TRAVEL CORP..., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the articles of incorporation has named CARMEN VALAREZO located at 780 N.E. 69TH STREET, SUITE 203, PALM BAY, Dade, State of Florida, 33138, as its agent to accept service of process within this State.

HAVING BEEN NAMED AS REGISTERED AGENT TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

Carmen Valarezo  
CARMEN VALAREZO

07 JUN 25 AM 7:45

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((H97000010408 7))

TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY

ACCT#: 072450003255

CONTACT: RAY STORMONT

PHONE: (305)541-3694

FAX #: (305)541-3770

NAME: COMMODORE PARTNERS, L.C.

AUDIT NUMBER.....H97000010408

DOC TYPE.....LIMITED LIABILITY COMPANY

CERT. OF STATUS..0

PAGES..... 8

CERT. COPIES.....1

DEL.METHOD.. FAX

EST.CHARGE.. \$337.50

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97 JUN 25 AM 7:55  
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JULIA S. HARRIS

bm 6/25/97

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**ARTICLES OF ORGANIZATION**

**OF**

**COMMODORE PARTNERS, L.C.,  
A FLORIDA LIMITED LIABILITY COMPANY**

**ARTICLE I**

The name of this limited liability company shall be **COMMODORE PARTNERS, L.C.**

**ARTICLE II**

Duration

This limited liability company shall have a period of duration of thirty (30) years from the date of filing these Articles of Organization with the Florida Department of State, unless earlier terminated as provided by law.

**ARTICLE III**

Purpose

This limited liability company shall have the authority to engage in any activity or business permitted under the laws of the United States, the State of Florida, and the laws of any other jurisdiction wherein it may conduct business.

**ARTICLE IV**

Address

The address of the place of business of this limited liability company shall be:

2100 Ponce de Leon Boulevard  
Suite 1170  
Coral Gables, Florida 33134

PREPARED BY:  
Manuel Alonso-Poch, Esq.  
MANUEL ALONSO-POCH, P.A.  
2100 Ponce de Leon Blvd., #1170  
Coral Gables, Florida 33134  
Tel (305) 448-4053  
Fax (305) 443-0903  
Fla. Bar No.: 235822

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97 JUN 25 AM 7:55  
TALLAHASSEE, FLORIDA

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## ARTICLE V

### Registered Agent

The name and address of the initial registered agent of this limited liability company shall be:

Manuel Alonso-Poch  
2100 Ponce de Leon Blvd.  
Suite 1170  
Coral Gables, Florida 33134

## ARTICLE VI

### Contributions

The amount of cash and the description and agreed value of other property contributed by the members to the capital of this limited liability company are:

Manuel Alonso-Poch .....	\$130,000.00
Michael Halpern .....	<u>\$130,000.00</u>
Total Contributions to Capital: .....	\$260,000.00

## ARTICLE VII

### Additional Contributions

The members shall make additional capital contributions at such times and in such amounts as may from time to time be agreed upon by the consent of not less than fifty-one percent (51%) of the ownership in this company.

## ARTICLE VIII

### Additional Members

The members of this limited liability company may admit additional members only upon the consent of not less than fifty-one percent (51%) of the ownership interests of then existing members.

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## ARTICLE IX

### Continuation of the Business

The remaining members of this limited liability company shall have the right to continue the business upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of any other member of this limited liability company, or upon the occurrence of any other event which would terminate the continued membership of a member in this limited liability company.

## ARTICLE X

### Managers

This limited liability company shall initially have at least two managers. Management of this limited liability company shall be vested in its manager(s), provided, however, that no debt shall be contracted nor liability incurred by or on behalf of this company except by written agreement signed on behalf of the company by no less than one (1) of its managers. The members may, from time to time and at any time, change the number of managers of this limited liability company by written agreement of the members holding not less than fifty-one percent (51%) of the ownership interests in this limited liability company, provided, however, that there shall always be at least one manager. The manager(s) need not be a citizen of the United States of America, or a resident of the State of Florida, or a member of the limited liability company. The name(s) and address(es) of the first manager(s) to serve the first annual meeting of members or until their successors are elected and qualify are:

Name:	Address:
Manuel Alonso-Poch	2100 Ponce de Leon Blvd. Suite 1170 Coral Gables, Florida 33134
Michael Halpern	209 Duval Street Key West, Florida 33040

A vote of the members holding not less than fifty-one percent (51%) of the ownership interests of this limited liability company may terminate any existing manager(s) of the company.

## ARTICLE XI

### Regulations of the Company

The power to adopt, alter, amend, or repeal the Regulations of this limited liability company



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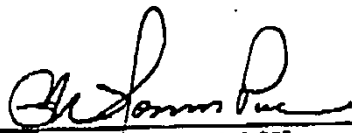
shall be vested in the members of the company and the vote shall be by the members holding not less than fifty-one percent (51%) of the ownership interests in the company.

## ARTICLE XII

### Voting

Votes of the members shall be in proportion to their contributions to the capital of the limited liability company, as adjusted from time to time to properly reflect any additional contributions or withdrawals. In the event of any conflict between the provisions of the regulations of this limited liability company and these Articles of Organization, the provisions of these Articles of Organization shall prevail.

The undersigned, being the initial subscribers of these Articles of Organization, for the purpose of forming a limited liability company pursuant to Chapter 608 of the Florida Statutes, do make, subscribe, acknowledge, and file these Articles of Organization hereby declaring and certifying that the articles herein stated are correct.

  
MANUEL ALONSO-POCH

  
MICHAEL HALPERN

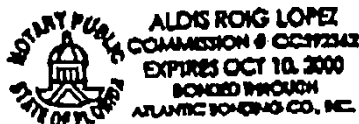
STATE OF FLORIDA     )  
                                  ) SS  
COUNTY OF DADE     )

I HEREBY CERTIFY that on this day before me, an officer duly qualified to take acknowledgments, appeared MANUEL ALONSO-POCH, Manager of COMMODORE PARTNERS, L.C., ( ☒ ) who is personally known to me or (    ) who produced \_\_\_\_\_ as identification, who did take an oath and acknowledged that they executed these Articles of Organization for the purposes herein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on this 23<sup>rd</sup> day of June, 1997.

  
NOTARY PUBLIC, State of Florida

My commission expires:



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STATE OF FLORIDA     )  
                                  ) SS  
COUNTY OF DADE     )

I HEREBY CERTIFY that on this day before me, an officer duly qualified to take acknowledgments, appeared MICHAEL HALPERN, Manager of COMMODORE PARTNERS, L.C., (✓) who is personally known to me or ( ) who produced \_\_\_\_\_ as identification, who did take an oath and acknowledged that they executed these Articles of Organization for the purposes herein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on this 24<sup>th</sup> day of June 1997.



REBECCA ANNE BROWNING  
My Commission CC381882  
Expires Jun. 17, 2000

*Rebecca Anne Browning*  
NOTARY PUBLIC, State of Florida

My commission expires: JUN. 17, 2000

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ACCEPTANCE OF APPOINTMENT BY

REGISTERED AGENT OF

COMMODORE PARTNERS, L.C.

Having been named as the Registered Agent for the above named company, I hereby agree to act in such capacity and to comply with the provisions of all statutes relative to the proper and complete performance of my duties.



MANUEL ALONSO-POCH

Date:

6/23/97

FILED  
TALLAHASSEE, FLORIDA

97 JUN 25 AM 7:55

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AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS  
OF  
COMMODORE PARTNERS, L.C.

STATE OF FLORIDA )  
 ) SS  
COUNTY OF DADE )

97 JUN 25 AM 7:55  
FBI  
TALLAHASSEE, FLORIDA

BEFORE ME, a Notary Public of the State of Florida, appeared MANUEL ALONSO-POCH, Manager of COMMODORE PARTNERS, L.C., who is personally known to me, who did take an oath, and who upon being first duly sworn according to law, deposes and says:

1. That the above named limited liability company has at least two members.
2. That the total amount of cash contributed by the members is \$260,000.00.
3. The agreed value of property other than cash contributed by members is \$0.00. A description of the property is attached and made a part hereto.
4. The total amount of cash or property anticipated to be contributed by members is \$260,000.00. This total includes amounts from 2 and 3 above.

FURTHER AFFIANT SAYETH NOT.

  
MANUEL ALONSO-POCH, Manager

STATE OF FLORIDA )  
 ) SS  
COUNTY OF DADE )

I HEREBY CERTIFY that on this day before me, an officer duly qualified to take acknowledgments, appeared MANUEL ALONSO-POCH, Manager of COMMODORE PARTNERS, L.C., (☒) who is personally known to me or (☐) who produced \_\_\_\_\_ as identification, who did take an oath and acknowledged that they executed these Articles of Organization for the purposes herein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on this 23<sup>rd</sup> day of June, 1997.

  
NOTARY PUBLIC, State of Florida

My commission expires:



ALDIS RONG LOPEZ  
COMMISSION # 00392362  
EXPIRES OCT 11, 2000  
BONDED THROUGH  
ATLANTIC BONDING CO., INC.

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