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RICHARD M. SELMAN, P.A.*
ROBERT I. CLAIRE, ESQUIRE, P.A.**
* ALSO ADMITTED IN NEW JERSEY
** CERTIFIED PUBLIC ACCOUNTANT

June 5, 1997

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 JUN 25 PM 12:23

FEDERAL EXPRESS

State of Florida
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

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-06/25/97--01063--013
****122.50 ****122.50

Re: Articles of Incorporation
AWT Travel and Cruise, Inc.

Dear Sir/madam:

Enclosed is an original and one (1) copy of Articles of Incorporation for the above referenced corporation.

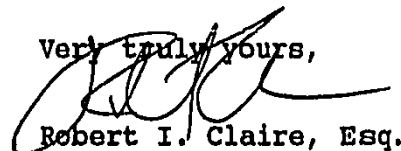
Also enclosed is check in the amount of \$122.50 for filing fees as follows for the corporation:

Filing Fees	\$ 35.00
Cert. copy	52.50
Reg. Agent	<u>35.00</u>
Amount	\$122.50

Your expediency in returning the filed Articles of Incorporation is appreciated.

Should you have any questions, please do not hesitate to call our office.

Very truly yours,


Robert I. Claire, Esq.

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RIC/cg
Enclosures/chk.

D. BROWN JUN 26 1997

ARTICLES OF INCORPORATION
OF

AWT TRAVEL AND CRUISE, INC.

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, do hereby adopt the following Articles of Incorporation:

ARTICLE I

NAME & PRINCIPAL ADDRESS OF BUSINESS

The name and address of the corporation shall be:

AWT TRAVEL AND CRUISE, INC.
10211 West Sample Road, #200
Coral Springs, Florida 33065

ARTICLE II

DURATION

The duration of the corporation is perpetual.

ARTICLE III

PURPOSE

The general purposes for which the corporation is organized are as follows:

A. To market and sell travel services in the State of Florida.

B. To engage in and transact any lawful business for which corporations may be incorporated under the Florida General Corporations Act.

C. To do such other things as are incidental to the purposes of the corporation or necessary or desirable in order to accomplish them.

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ARTICLE IV

CAPITAL STOCK

The aggregate number of shares which the corporation is authorized to issue is One Thousand (1,000) shares of common stock. Such shares shall be of a single class and shall have par value of One Dollar (\$1.00) per share.

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial Registered Office of the corporation is 7280 W. Palmetto Park Road, Suite 106, Boca Raton, Florida 33433 and the name of its initial Registered Agent at that address is Robert I. Claire.

ARTICLE VI

INITIAL BOARD OF DIRECTORS

The number of directors constituting the initial Board of Director is (1). The number of Director may be increased or decreased from time to time in accordance with the By-laws but shall never be less than one. The names and address of the initial Director of the corporation are as follows:

Mara Holtzman

10211 West Sample Road, #200
Coral Springs, FL 33065

ARTICLE VII

OFFICERS

The names and address of each initial officer is as follows:

Mara Holtzman
President, Secretary &
Treasurer

10211 West Sample Road, #200
Coral Springs, Florida 33065

ARTICLE VII
INCORPORATORS

The name and address of each Incorporator is as follows:

Mara Holtzman

10211 West Sample Road, #200
Coral Springs, FL 33065

ARTICLE IX

AMENDMENT

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

IN WITNESS WHEREOF, the undersigned has signed these Articles of Incorporation on the 24 day of June, 1997.


Mara Holtzman

STATE OF FLORIDA)

COUNTY OF PALM BEACH)

Before me, personally appeared Mara Holtzman, to me personally known, who did take an oath, and known to me to be the person described in and executed the foregoing Articles of Incorporation and acknowledged to and before me that he executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal this 24 day of June, 1997.


NOTARY PUBLIC
State of Florida

My Commission expires:

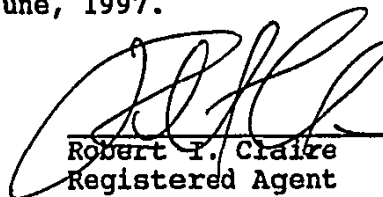


KAREN C. RICHARDT
MY COMMISSION # 0030661 EXPIRES
April 16, 1999
BONDED THRU TROY FARM INSURANCE, INC.

ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the appointment as Registered Agent of AWT TRAVEL AND CRUISE, INC. which is contained in the foregoing Articles of Incorporation.

DATED this 24 day of June, 1997.


Robert T. Claire
Registered Agent

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