

P97000056713

TRANSMITTAL LETTER

Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

900002224069--2  
-06/26/97--01081--017  
\*\*\*\*122.50 \*\*\*\*122.50

SUBJECT: MIARVEN INTERNATIONAL TOURS, INC.  
(proposed name)

Enclosed please find an original and one (1) copy for the  
above corporation and check in the amount of \$ 122.50

FROM:

CARLOS A. MACCHI  
Name  
1550 SOUTH DIXIE HIGHWAY SUITE 202  
Address  
CORAL GABLES, FLORIDA 33146-3034  
City, State, & Zip  
( 305 ) 667-8900 254-9503  
Telephone Number  
(305)6676977/ 252-2845  
TELEFAX NUMBER

FILED  
97 JUN 26 AM 11:35  
SECRETARIAT OF STATE  
TALLAHASSEE, FLORIDA

*Carlos A. Macchi*  
CARLOS A. MACCHI

Note: Additional copy of articles is needed when certified copy is requested.

*Done*  
*6/27/97*

ARTICLES OF INCORPORATION  
of

MIARVEN INTERNATIONAL TOURS, INC.

FILED  
97 JUN 26 AM 11:35  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

THE UNDERSIGNED SUBSCRIBERS to these Articles of Incorporation, each a natural person competent to contract, hereby associate themselves together to form a corporation under the laws of the State of Florida.

ARTICLE I

The name of this corporation is:

MIARVEN INTERNATIONAL TOURS, INC.

ARTICLE II

The general nature of the business to be transacted by this corporation is:

1. All lawful purposes.
2. To manufacture, purchase or otherwise acquire and to own, mortgage, pledge, sell, assign, transfer or otherwise dispose of and to invest in, trade in, deal in and with goods, wares, merchandise, real and personal property and services of every class, kind and description, except that it is not to conduct a banking, safe, deposit, trust insurance, surety, express, railroad, canal, telegraph, telephone or cemetery company, a building and loan association, mutual fire insurance association, cooperative association, fraternal benefit society, state fair or exposition.
3. To conduct business in, have one or more offices in and buy, hold, mortgage, sell, convey, lease or otherwise dispose to real and personal property including franchises, patents, copyrights, trademarks and licenses in the State of Florida and in all other states and countries.

4. To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness and execute such mortgages, transfers of corporate property or other instruments to secure the payment of corporate indebtedness as required.

5. To purchase the corporate assets of any other corporation and engage in the same or other character of business.

6. To guarantee, endorse, purchase, hold, sell transfer, mortgage, pledge or otherwise acquire or dispose of the share of the capital stock of, or any bonds, securities, or other evidences of indebtedness created by another corporation of the State of Florida or any other state government; and while owner of such stock, to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

7. To carry on any lawful business necessary or incidental to the attainment of the objects of this corporation whether or not such business is similar in nature to the objects enumerated in these Articles of Incorporation.

8. To engage in any activity or business permitted under the laws of the United States and of the State of Florida.

### ARTICLE III

The maximum number of shares of the stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock, each having \$ 1.00 par value.

The consideration to be paid for each shares shall be fixed by the Board of Directors and any and all shares so issued, the full consideration for which has been paid or delivered, shall be deemed full paid stock and not liable to any further call or assessment thereon; and the holders of such shares shall not be liable for any further further payments thereon.

The capital stock may be paid for in property, labor or services at a just valuation to be fixed by the incorporators or the directors.

The stock shall be issued from time to time as may be determined by the Board of Directors.

On dissolution or liquidation of the corporation, the holders of the stock shall be entitled to distribution as their holdings may appear upon the stock record of the corporation.

#### ARTICLE IV

The amount of capital with which this corporation may begin business shall not be less than ONE THOUSAND ..... dollars.

#### ARTICLE V

This corporation shall have perpetual existence.

#### ARTICLE VI

The initial street address of the principal office of this corporation in the State of Florida is:

2757 CORAL WAY  
MIAMI, FLORIDA 33145

The Board of Directors may, from time to time, move the principal office to any other address in Florida. Branch offices may be maintained at such other places in the State of Florida, The United States of America and foreign countries as may, from time to time, be authorized by the Boards of Directors.

#### ARTICLE VII

This corporation shall have not less than one Director initially. The number of directors may be increased or diminished from time to time by By-laws adopted by the stockholders, but shall never be less than one. This corporation shall begin with TWO Director(s).

#### ARTICLE VIII

The Registered Agent of this Corporation is.....  
.DORA I. LOPEZ..... and the registered office is at  
2757 CORAL WAY , MIAMI, FLORIDA 33145

#### ARTICLE IX

The names and addresses of each subscriber to these Articles of Incorporation and the number of shares or stock which each agrees to take are as follows:

NAME	ADDRESS	NO. OF SHARES
CARLOS CURESTIS	5701 COLLINS AVE APT # 1019 MIAMI BEACH, FLORIDA 33140	500
DORA I. LOPEZ	5101 COLLINS AVENUE APT # 11-A MIAMI BEACH, FLORIDA 33140	500

#### ARTICLE X

The names and street addresses of the members of the first Board of Directors and officers who shall hold office for the first year of existence of this corporation or until their successors are elected and have qualified are:

NAME	ADDRESS	OFFICE
CARLOS CURESTIS	5701 COLLINS AVENUE APT # 1019 MIAMI BEACH, FLORIDA 33140	PRESIDENT/ TREASURER
DORA I LOPEZ	5101 COLLINS AVENUE APT # 11-A MIAMI BEACH, FLORIDA 33140	VICEPRESIDENT SECRETARY

#### ARTICLE XI

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a Stockholder's meeting by majority of the stock entitled to vote thereon.

#### ARTICLE XII

The stockholders of this corporation may enter into agreements between themselves respecting their respective rights and duties with reference to the shares of stock of the corporation; and such agreements may include any limitation upon the transferability or assignment of the stock and the conferring of pre-emptive rights of purchase upon the stockholders as condition precedent to the sale of other stock; and such agreements shall be valid and this corporation may join as party thereto.

#### ARTICLE XIII

This corporation may, by action taken at any meeting of its Board of Directors, sell, lease or exchange all of its property and assets including its good will, its corporate franchises or any property or assets essential to its corporate business upon such terms and conditions as its Board of Directors deems meet and expedient and as authorized by an affirmative vote of stockholders of record holding stock in the corporation entitling them to exercise a majority of the voting power outstanding, provided however, that no vote or consent of stockholders shall be necessary for a transfer of assets by way of mortgage, trust or pledge to secure the indebtedness of the corporation.

IN WITNESS WHEREOF the undersigned subscribers have  
hereunto set their hands and seals.

  
.....  
CARLOS CURESTIS

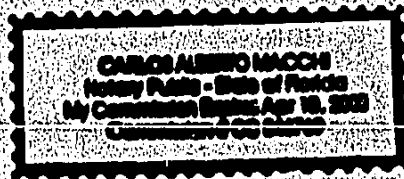
  
.....  
DORA I. LOPEZ

STATE OF FLORIDA     )  
                              : SS  
COUNTY OF DADE     )

I HEREBY CERTIFY that on this day personally  
appeared to me well know, to be the persons who executed the  
foregoing Articles of Incorporation; and they severally  
acknowledged before me that they executed the same for the  
purpose therein expressed.

WITNESS my hand and official seal in the County  
and State above named this 22 nd day of MAY, 1997.

My commission expires:



  
\_\_\_\_\_  
Carlos A. Macchi  
Notary Public  
State of Florida



CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR  
THE SERVICES OF PROCESS WITHIN FLORIDA NAMING AGENT UPON  
WHOM PROCESS MAY OF SERVED

IN COMPLIANCE WHITH SECTION 48.091, FLORIDA STATUTES. THE  
FOLLOWING IS SUBMITTED:

FIRST, THAT MIARVEN INTERNATIONAL TOURS, INC.

(NAME OF CORPORATION)

DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE  
OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AY CITY OF  
MIAMI STATE OF FLORIDA, HAS NAMED

DORA I. LOPEZ

(NAME OF RESIDENT AGENT)

LOCATED AT 2757 CORAL WAY MIAMI, FLORIDA 33145

AS IRS ANENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

HAVING BEEN NAMED TO ACCEPT OF SERVICE OF PROCESS FOR THE  
ABOVE STATE CORPORATION, AT THE PLACE DESIGNATED IN THIS  
CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY: AND I  
FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES  
RELATIVE TO THE PROPER AND COMPLETE PERFOMANCE OF MY DUTIES

  
(RESIDENT AGENT)  
DORA I. LOPEZ

May 22, 1997

(DATE)

FILED  
97 JUN 26 AM 11:36  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA