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TO: DIVISION OF CORPORATIONS

FAX #: (850) 922-4001

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

ACCT#: 072450003255

FAX #: (305) 541-3770

NAME: MAGIC TOURS INTERNATIONAL INC.  
AUDIT NUMBER.....H97000013635

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

CERT. OF STATUS..0

PAGES..... 6

CERT. COPIES.....1

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CLERK OF COURT  
STATE OF FLORIDA

ARTICLES OF INCORPORATION OF  
**MAGIC TOURS INTERNATIONAL INC.**

**ARTICLE I.  
NAME**

The Name of the Corporation is **MAGIC TOURS  
INTERNATIONAL INC.**

**ARTICLE II.  
TERM OF CORPORATE EXISTENCE**

The Corporation shall exist perpetually unless dissolved according to law and such existence shall commence at the time of the filing of these Articles of Incorporation by the Department of State.

**ARTICLE III.  
PERMITTED ACTIVITY**

The Corporation shall engage in any activity of business permitted under the laws of the United States and of the State of Florida.

**ARTICLE IV.  
AUTHORIZED SHARES**

The aggregate number of shares which the Corporation shall have authority to issue is 1,000 shares with par value of \$1.00.

**ARTICLE V.  
PREEMPTIVE RIGHTS DENIED**

No holder of any shares of the Corporation shall have any preemptive right to purchase, subscribe for or otherwise acquire any shares of the Corporation of any class now or

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hereafter authorized, or any securities, exchangeable for or convertible into such shares, or any warrants or any instruments evidencing rights or options to subscribe for, purchase, or otherwise acquire such shares.

**ARTICLE VI  
PRINCIPAL OFFICE**

The principal office of the Corporation is 12705 SW 67 COURT - Miami, Florida 33156.

**ARTICLE VII  
REGISTERED OFFICE AND AGENT**

The initial registered office of the Corporation is 12705 SW 67 Court - Miami, Florida 33156. The initial register agent at that address is Claudio Romero Pierrick de Sá.

**ARTICLE VIII  
DIRECTORS**

The business of the Corporation shall be managed by a Board of Directors consisting of not fewer than one person, the exact number to be determined from time to time in accordance with the By-Laws.

The name and address of the first board of directors who shall serve until the first annual meeting of shareholders or until his successors are elected and qualified shall be:

**NAME**

Claudio R. Pierrick de Sá

President

Nilsara Menegatti D'Ávila

Vice President

**ARTICLE IX.  
INCORPORATOR**

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The name and address of the incorporator is: Claudio R. Piereck de Sá, P.O. Box 560176  
- Miami, Florida 33156-0176.

**ARTICLE X.**  
**INDEMNIFICATION**

The Corporation shall indemnify any present or former officer or director, or person exercising powers and duties of a director, to the full extent now or hereafter permitted by law.

IN WITNESS WHEREOF, the undersigned, being the original incorporator of the Corporation, has executed these Articles of Incorporation this 18th day of August, 1997.

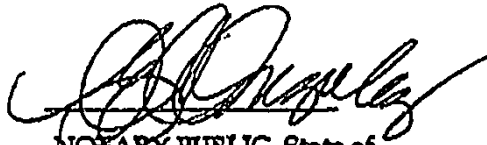
BY:   
Claudio R. Piereck de Sá

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STATE OF FLORIDA)  
COUNTY OF DADE )

I HEREBY CERTIFY that on this day personally appeared before me, the undersigned authority, Claudio R. Piareck de Sá, well known to me to be the person who executed the foregoing instrument and acknowledged before me that he executed the same freely and voluntarily for the uses and purposes therein set forth and expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal on this 18 day of August, 1997.



NOTARY PUBLIC, State of

Florida at Large

My Commission Expires:



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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.

1. The name of the corporation is:

**MAGIC TOURS INTERNATIONAL INC.**

2. The name and address of the Registered Agent and office is:

Claudio Romero Piereck de Sa  
12705 SW 67 Court  
Miami, Florida 33156

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HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT OF 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.

SIGNATURE

  
Claudio Romero Piereck de Sa

DATE: August 18, 1997.

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