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J.V.C. ACCOUNTING, INC.
10028 S.W. 16TH STREET
PEMBROKE PINES, FLORIDA 33025

Tel. (954) 436-7542 Fax (954) 433-9895
Beepers (954) 390-2390 (305) 540-5464

October 7, 1997

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

FILED
97 OCT -8 PM 2:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

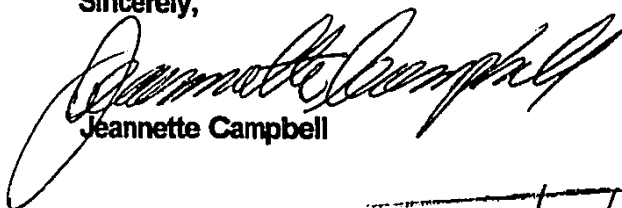
Dear Annette:

Enclosed please find check # 2016 for \$ 122.50 for incorporation of:
ONLINE TRAVEL & TOURS, INC. with two copies of the articles.


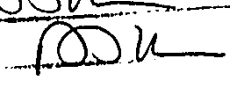
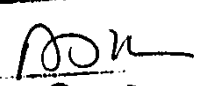
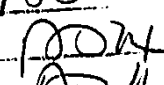





Please mail all of the above direct to me. Please mail via Airborne Express
bill to JVC Accounting, Inc. A/C #148902944.

I thank you for all your help.

Sincerely,


Jeannette Campbell

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DATE	10/8/97
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**ARTICLES OF INCORPORATION
OF
ONLINE TRAVEL & TOURS, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporators for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be:

ONLINE TRAVEL & TOURS, INC.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

**2542 N FEDERAL HIGHWAY
FORT LAUDERDALE, FLORIDA 33305**

ARTICLE III CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

1000 SHARES - PAR VALUE \$ 1.00 PER SHARE

ARTICLE IV INITIAL REGISTERED AGENT AND ADDRESS

The name and address of this initial registered agent is:

Helcio C. Ribeiro
34 N.W. 97th Street
Miami Shore, Florida 33150

ARTICLE V INCORPORATOR

The name and street address of the incorporator to this Articles of Incorporation is:

Helcio C. Ribeiro
34 N. W. 97th Street
Miami Shores, Florida 33150

The undersigned have executed these Articles of Incorporation this
1st day of October 1997.

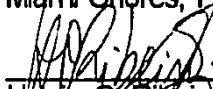


Helcio C. Ribeiro
President/Treasurer

ARTICLE VI OFFICERS AND DIRECTORS

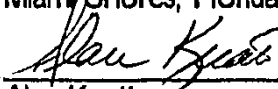
The officers of the corporation as follows:

Helcio C. Ribeiro
34 N. W. 97th Street
Miami Shores, Florida 33150



Helcio C. Ribeiro
President/Treasurer

Alan Kuatt
34 N. W. 97th Street
Miami Shores, Florida 33150



Alan Kuatt
Vice-President/Secretary

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:

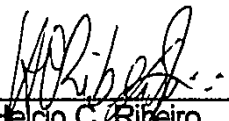
ONLINE TRAVEL & TOURS, INC.

2. The name and address of the registered agent and office is:

Helcio C. Ribeiro
34 N. W. 97th Street
Miami Shores, Florida 33150

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TALLAHASSEE, FLORIDA

Signature


Helcio C. Ribeiro

Title President/Treasurer

Date October 1st, 1997

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 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.

Signature


Helcio C. Ribeiro

Date October 1st, 1997