

P970000 96050

JACOBS ACCOUNTING, INC.
2121 MAIN STREET
DUNEDIN, FL. 34698

NOV 3, 1997

700002340287--1
-11/06/97--01073--006
*****78.75 *****78.75

FLORIDA DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
P. O. BOX 6327
TALLAHASSEE, FL. 32314

ENCLOSED IS CHECK #3274 IN THE AMOUNT OF \$ 78.75 FOR FILING FEES FOR THE
CORPORATION OF CRUZ "N" TRAVEL FIESTA, INC.

PLEASE RETURN THE CERTIFICATE TO:

JACOBS ACCOUNTING, INC.
2121 MAIN STREET
DUNEDIN, FLORIDA 34698

IF YOU HAVE ANY QUESTIONS PERTAINING TO THE ARTICLES, PLEASE CALL AT
813-736-5579.

RESPECTFULLY SUBMITTED,



HAL JACOBS
ACCOUNTANT

*was sent here
Fed Ex.
-T.M.*

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

97 NOV -7 PM 2:23

FILED

Hal GAVE
AUTHORIZATION BY PHONE TO
CORRECT name: + art. 6 + cert.
DATE 11/10/97
DOC. EXAM T.M.

11/10/97-TM

FILED

97 NOV -7 PM 2:23

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
CRUZ "N" TRAVEL FIESTA, INC.

The undersigned incorporator of these Articles of Incorporation, a natural person competent to contract, hereby presents these Articles for the formation of a corporation under the laws of the State of Florida.

ARTICLE I: NAME

The name of the Corporation is CRUZ "N" TRAVEL FIESTA, INC.

ARTICLE II: DURATION

The Corporation shall have perpetual existence.

ARTICLE III: PURPOSE

The nature of the business and the objects and purposes proposed to be transacted, promoted or carried on are to engage in any or all lawful business for which the corporations may be incorporated under the Florida General Corporation Act.

ARTICLE IV: CAPITAL STOCK

The maximum number of shares of stock that the Corporation is authorized to have outstanding at any one time is ONE THOUSAND (1,000) shares of common stock having a par value of One (\$1.00) Dollar per share.

ARTICLE V: SECTION 1244 STOCK

The Corporation, and the party hereto, shall take whatever action shall be necessary to cause the shares of the Corporation to qualify as "Section 1244 Stock" as such term is used and defined in the Internal Revenue Code of 1954, as amended, and Regulations issued thereunder.

ARTICLE VI: INITIAL REGISTERED OFFICE AND AGENT

The post office address of the Corporation's initial registered office is 17 SOUTH FT. HARRISON, CLEARWATER, FL. The name of of its initial registered agent at such address is SHARON CRUZ the Board of Directors may from time to time move the registered office to any other address in the State of Florida.

ARTICLE VII: INITIAL DIRECTORS

The initial Board of Directors shall consist of THREE Director whose names and post office address is as follows:

SHARON CRUZ
17 S. FT. HARRISON
CLEARWATER, FL. 33756

LORI L. CRUZ-HUDSON
17 S. FT. HARRISON
CLEARWATER, FL. 33756

SIGFREDO CRUZ
17 S. FT. HARRISON
CLEARWATER, FL. 33756

who shall hold office until the first annual meeting of the shareholders, and until his or her successor shall have been elected and qualified or until his or her earlier resignation, removal from office, or death.

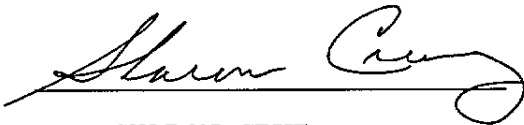
ARTICLE VIII: INCORPORATOR

The name and post office address of the person signing these Articles of Incorporation as an Incorporator is as follows:

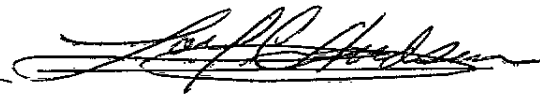
SHARON CRUZ
17 SOUTH FT. HARRISON
CLEARWATER, FL. 33756

ARTICLE IX: AMENDMENTS

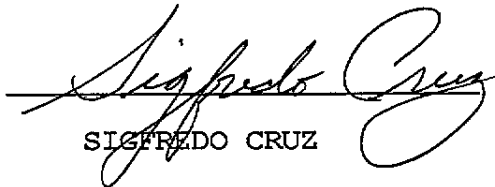
These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the shareholders, and approved at a shareholders' meeting by a majority of the stock entitled to vote thereon, unless all of the directors and all the shareholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made. All rights of shareholders are subject to these reservations.



SHARON CRUZ



LORI L. CRUZ-HUDSON



SIGFREDO CRUZ

RESIDENT AGENT CERTIFICATE

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

Fiesta,

CRUZ "N" TRAVEL/ INC. desiring to organize under the laws of the State of Florida with its principal office located at 17 SOUTH FT. HARRISON, CLEARWATER, FL. 33756 has named SHARON CRUZ, located at 17 SOUTH FT. HARRISON, CLEARWATER, FL 33756, as its agent to accept Service of Process within the State of Florida.

ACKNOWLEDGEMENT

Having been named to accept service of process for the above-styled Corporation, at the place designated in this Certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said Act relative to keeping open said office.


SHARON CRUZ

FILED
97 NOV -7 PM 2:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA