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 Aleph Cruises & Travel, Inc.

Telephone
Fax E-Mail: TravelAgency@juno.com

7401 Collins Avenue
Miami Beach, FL 33141

November 7, 1997

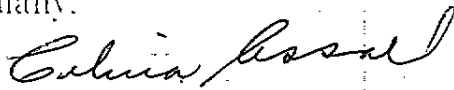
State of Florida
Division of Corporations
P.O.Box 6327
Tallahassee, Florida 32314

600002343296--0
-11/10/97-01150-021
*****70.00 *****70.00

Sirs:

Enclosed please find the Articles of Incorporation of ALEPH CRUISES & TRAVEL, Inc., and a check for the filing fee of \$70.00.

Cordially,



BB
11/13/97

97 NOV 10 PM 1:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

ARTICLES OF INCORPORATION

FILED
97 NOV 10 PM 1:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

- 1. The name of the corporation is: ALEPH CRUISES & TRAVEL, Inc.
2. The principal office and mailing address is: 7401 Collins Avenue Miami Beach, FL 33141
3. The purpose for which this corporation is organized is to transact any and all business for which corporations may be incorporated under chapter 607, Florida Statutes.
4. The corporation shall have the authority to issue 1000 shares of common stock, in one class only, each with a par value of \$1.00.
5. The registered agent shall be Celina Assael and the initial registered office shall be at: 20527 NE 9th Place Miami FLa. 33179
6. The initial Board of Directors shall have 2 member(s) whose name(s) and address(es) is/are as follows: Celina Assael, Jose Assael, 20527 NE 9th Place, Miami Fla 33179

The number of directors may be raised or lowered by amendment of the bylaws of the corporation but shall in no case be less than one.

7. The incorporator of this corporation is Celina Assael whose address is: 20527 NE 9th Place Miami Fla 33179

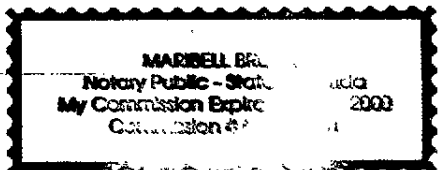
Dated: Nov 7, 1997. [Signature] Incorporator

STATE OF FLORIDA COUNTY OF DADE

Before me, the undersigned authority, personally appeared CELINA ASSAEL who is well known to me to be the person described in the above Articles of Incorporation, and he/she did freely and voluntarily acknowledge before me according to law that he/she made and subscribed the same for the uses and purposes therein mentioned.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at MIAMI BEACH, State of FLORIDA, this 7th Day of NOVEMBER of 1997.

[Signature] Notary Public



Accepted by Registered Agent:

[Signature] Registered Agent

