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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

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FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
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NAME: CARIBBEAN TOURS, INC.

AUDIT NUMBER.....H97000018899

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

CERT. OF STATUS..0

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ARTICLES OF INCORPORATION
OF

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CARIBBEAN TOURS, INC.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We, the undersigned, hereby subscribe ourselves for the purpose of becoming a corporation under the laws of the State of Florida, by and under the provisions of the Statutes of the said State of Florida.

ARTICLE I - NAME

The name of the Corporation shall be CARIBBEAN TOURS, INC. Business shall be carried on in the State of Florida and in the United States of America and elsewhere, as may be authorized by the Board of Directors.

ARTICLE II - PURPOSE

This Corporation is organized for the following purposes: TOURS OPERATOR and to transact in any and all lawful business authorized under the Statutes of the State of Florida.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock that the corporation shall have outstanding at any time shall be FIVE HUNDRED shares of One Dollar par value.

ARTICLE IV - BEGINNING CAPITAL

The amount of capital with which the Corporation shall begin business shall be not less than \$500.00 Dollars.

ARTICLE V - INITIAL OFFICE

The principal office of this Corporation shall be 5860 S.W. 8th Street, Suite 1, Miami, FL 33144 or any other location authorized from time to time by its Board of Directors.

ARTICLE VI - DURATION

This Corporation shall have perpetual existence unless sooner terminated under the provisions of the laws of the State of Florida.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

The Corporation shall have two (2) Directors unless otherwise provided by Florida Law. The names and post office address of the First Board of Directors who shall hold office for the first year of the corporation's existence or until their successors are elected and have qualified are as follows:

Williams E. Mercado Pres/Treas.

7551 N.E. Miami Court
Miami, FL 33138

Hilda N. Fontela V-Pres/Secr.

585 East 9th Avenue
Hialeah, FL 33010

PREPARED BY: Cesar Brioso
M.B. TAX AND ACCOUNTING SERVICES, INC.
3300 EAST 4th AVENUE, #6
HIALEAH, FL 30133
PHONE: (305) 887-0048

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ARTICLE VIII - SUBSCRIBERS TO THE CERTIFICATE OF INCORPORATION

The names and subscribers to the Certificates of Incorporation and the number of shares of stock and value thereof which each agreed to take are:

<u>NAME</u>		<u>OFFICE</u>	<u>SHARES</u>	<u>VALUE</u>
Williams E. Mercado	P/T	7551 N.E. Miami Court Miami, Fl 33138	250	\$250.00
Hilda N. Fontela	VP/S	585 East 9th Avenue Hialeah, Fl 33010	250	250.00
			<u>500</u>	<u>\$500.00</u>

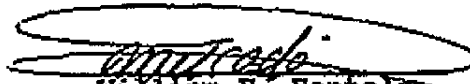
ARTICLE IX - AMENDMENT

The Corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation in the manner now hereafter prescribed by Statute, and all rights conferred upon holders of stock herein granted subject to this provision.

ARTICLE X - SMALL BUSINESS

This Corporation may be a Small Business Corporation as defined in Section 1244(c) (2) of the Internal Revenue Code.

IN WITNESS WHEREOF, We, the undersigned have made and hereby subscribe to this Certificate of Incorporation and Charter, and do hereby acknowledge this Certificate for the uses and purposes aforesaid, all on this 10th day of November of 1997.


William E. Fontela
President/Treasurer


Hilda N. Fontela
Vice-President/Secretary

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CERTIFICATE OF RESIDENT AGENT

In pursuance of Charter 607.34 Florida Statutes, the following is submitted, in compliance with said Act:

First-that CARIBBEAN TOURS, INC., organized under the laws of the State of FLORIDA, with its principal office, as indicated in the Articles of Incorporation at 5860 S.W. 8th Street, Miami, Fl 33144 has named WILLIAMS E. MERCADO located at 7551 N.E. Miami Court, Miami, State of Florida 33138, as its agent to accept service of process within this State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated corporation, at place designated in this certificate. I hereby accept said Act relative to keeping open said office.


Williams E. Mercado
Registered Agent

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TALLAHASSEE, FLORIDA

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