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TO: DIVISION OF CORPORATIONS

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

ACCT#: 072450003255

FAX #: (305)541-3770

NAME: UNO TRAVEL, INC.

AUDIT NUMBER.....H97000019568

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

CERT. OF STATUS..0

PAGES..... 5

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ARTICLES OF INCORPORATION

OF

UNO TRAVEL, INC.

I, the undersigned incorporator, hereby make, acknowledge and file these Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida.

ARTICLE I

NAME

The name and address of this Corporation shall be:

Uno Travel, Inc.
520 Brickell Key Drive, Suite O-305
Miami, Florida 33496

ARTICLE II

NATURE OF BUSINESS

The general purpose for which this Corporation is organized is to transact any or all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes.

ARTICLE III

AUTHORIZED SHARES

The Corporation shall be authorized to create and issue one hundred shares of Common Stock having a par value of \$0.01 per share.

This Instrument Prepared by:
John S. Tenenholtz, Esq.
Florida Bar No. 694665
Freeman, Buttermann & Haber, L.L.P.
520 Brickell Key Drive, Suite O-305
Miami, Florida 33131
(305) 374-3800

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ARTICLE IV

TERM OF EXISTENCE

The term of this Corporation shall commence with the filing of these Articles of Incorporation. The Corporation shall exist perpetually unless dissolved according to law.

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation in the State of Florida shall be:

520 Brickell Key Drive, Suite O-305
Miami, Florida 33131

The name of the initial registered agent of this Corporation at that address shall be:

John S. Tenenholtz

ARTICLE VI

BOARD OF DIRECTORS

The powers of the Corporation shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be managed under the direction of, a Board of Directors, which shall have two directors initially. The number of directors may be increased or decreased by the shareholders from time to time as provided in the Bylaws of the Corporation.

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ARTICLE VII

DIRECTORS - NAMES AND STREET ADDRESSES

The names and street addresses of the members of the first Board of Directors who shall hold office until their successors have been duly elected or appointed and have qualified are as follows:

Sergio Vilhena
100 N. Biscayne Blvd., Suite 1001
Miami, Florida 33131

Kathy Vilhena
100 N. Biscayne Blvd., Suite 1001
Miami, Florida 33131

ARTICLE VIII

INCORPORATOR

The name and street address of the incorporator signing these Articles of Incorporation are as follows:

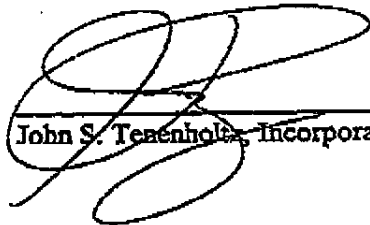
NAME

STREET ADDRESS

John S. Tenenholtz

520 Brickell Key Drive, Suite O-305
Miami, Florida 33131

IN WITNESS WHEREOF, the undersigned incorporator has made and subscribed these Articles of Incorporation at Miami, Florida, for the uses and purposes aforesaid, this 27th day of November, 1997.


John S. Tenenholtz, Incorporator

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DESIGNATION AND ACCEPTANCE

OF

REGISTERED AGENT

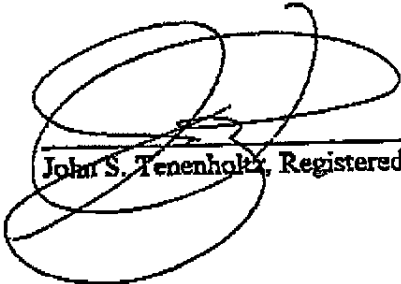
In pursuance of Section 48.091 and Chapter 607, Florida Statutes, Uno Travel, Inc. having filed its Articles of Incorporation contemporaneously herewith, with its registered office as indicated therein at 520 Brickell Key Drive, Suite O-305, Miami, Florida, has named John S. Tenenholtz, located thereat as its registered agent to accept service of process within this state.

By:


John S. Tenenholtz, Incorporator

Having been named as registered agent to accept service of process for the above-stated corporation, at the location designated herein, I hereby accept the appointment to act in this capacity, and agree to comply with the laws of Florida applicable thereto.

By:


John S. Tenenholtz, Registered Agent

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