

**CAPITAL CONNECTION, INC.**

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302  
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

**P97000104004**

Carthago Travel  
Consultants, Inc.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

97 DEC 10 PM 1:01

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DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

Signature \_\_\_\_\_

Requested by: AS

12/10

10:45

Name \_\_\_\_\_

Date \_\_\_\_\_

Time \_\_\_\_\_

Walk-In \_\_\_\_\_

Will Pick Up \_\_\_\_\_

- ☒ Art of Inc. File \_\_\_\_\_
- \_\_\_\_\_ LTD Partnership File \_\_\_\_\_
- \_\_\_\_\_ Foreign Corp. File \_\_\_\_\_
- \_\_\_\_\_ L.C. File \_\_\_\_\_
- \_\_\_\_\_ Fictitious Name File \_\_\_\_\_
- \_\_\_\_\_ Trade/Service Mark \_\_\_\_\_
- \_\_\_\_\_ Merger File \_\_\_\_\_
- \_\_\_\_\_ Art. of Amend. File \_\_\_\_\_
- \_\_\_\_\_ RA Resignation \_\_\_\_\_
- \_\_\_\_\_ Dissolution / Withdrawal \_\_\_\_\_
- \_\_\_\_\_ Annual Report / Reinstatement \_\_\_\_\_
- ☒ Cert. Copy \_\_\_\_\_
- \_\_\_\_\_ Photo Copy \_\_\_\_\_
- \_\_\_\_\_ Certificate of Good Standing \_\_\_\_\_
- \_\_\_\_\_ Certificate of Status \_\_\_\_\_
- \_\_\_\_\_ Certificate of Fictitious Name \_\_\_\_\_
- \_\_\_\_\_ Corp Record Search \_\_\_\_\_
- \_\_\_\_\_ Officer Search \_\_\_\_\_
- \_\_\_\_\_ Fictitious Search \_\_\_\_\_
- \_\_\_\_\_ Fictitious Owner Search \_\_\_\_\_
- \_\_\_\_\_ Vehicle Search \_\_\_\_\_
- \_\_\_\_\_ Driving Record \_\_\_\_\_
- \_\_\_\_\_ UCC 1 or 3 File \_\_\_\_\_
- \_\_\_\_\_ UCC 11 Search \_\_\_\_\_
- \_\_\_\_\_ UCC 11 Retrieval \_\_\_\_\_
- \_\_\_\_\_ Courier \_\_\_\_\_

RP  
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ARTICLES OF INCORPORATION  
OF  
CARTHAGO TRAVEL CONSULTANTS, INC.

(pursuant to F.S.607.0202 [Laws 1990])

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

ARTICLE I NAME  
(F.S.607.0202(1)(a))

The name of the corporation shall be: CARTHAGO TRAVEL CONSULTANTS, INC.

ARTICLE II PRINCIPAL OFFICE  
(F.S.607.0202(1)(b))

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

400 Hollywood Blvd.  
Suite 500 N.  
Hollywood, FL 33021

ARTICLE III CAPITAL STOCK  
(F.S.607.0202(1)(c))

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

5,000 shares of common stock with no special classes, preferences, limitations, or special rights attached to said stock

ARTICLE IV INITIAL REGISTERED AGENT AND ADDRESS  
(F.S.607.0202(1)(g))

The name and street address of the corporation's initial

registered office and the name of corporation's initial registered agent at that office is:

Douglas E. Costa, Esq.  
400 Hollywood Blvd.  
Suite 500 N.  
Hollywood, FL 33021

ARTICLE V INCORPORATOR(S)  
(F.S.607.0202(1)(h))

The name(s) and street address(es) of the incorporator(s) of these Articles of Incorporation and the number of shares of stock that each agrees to take is(are):

1. RICHARD BELL, 20261 N.W. 10th Street, Pembroke Pines, FL 33024  
1000 shares

2. DOUGLAS COSTA, 15921 S.W. 56th Street, Ft. Lauderdale, FL 33331  
1000 shares

(THE ARTICLES OF INCORPORATION MAY SET FORTH:)

ARTICLE VI INITIAL DIRECTORS  
(F.S.607.0202(2)(a))

The Board of Directores of this corporation shall consist of not less than one and not more than five (5). The names and addresses of the individuals who are to serve as the initial directors subject to these Articles of Incorporation, By-Laws, and the laws of Florida hold office for the first year of the corporation's existence, or until their successors shall have been elected and qualified are as follows:

**PRESIDENT**

1. RICHARD BELL, 20261 N.W. 10th Street, Pembroke Pines, FL 33024

**VICE PRESIDENT**

2. DOUGLAS COSTA, 15921 S.W. 56th Street, Ft. Lauderdale, FL 33331

**SECRETARY/TREASURER**

3. CHRISTINE BELL, 329-6 Ives Dairy Road, Miami, FL 33179

ARTICLE VII OTHER PROVISIONS (NOT INCONSISTENT WITH LAW)

a) The purpose or purposes for which the corporation is organized (F.S.607(2)(b)(1);

To conduct sales, marketing, consulting, and any other legal business that the corporation may deem fitting and proper pursuant to corporate bylaws.

b) Management of the business and regulation of the affairs of the corporation (F.S.607(2)(b)(2);

This corporation shall be initially governed by the stockholders, notwithstanding other provisions of these Articles of Incorporation. General management and operations of the business of this corporation shall be done by the President and Vice-President of the Corporation or their appointed designees pursuant to the ByLaws of the Corporation.

c) Definition, limitation and regulation of the powers of the corporation and its board of directors and shareholders (F.S.607(2)(b)(3);

The President and Vice-President have full authority as agents for the corporation to solely execute any and all documents for the operation and business of this corporation to include but not limited to organization thereof, purchases, sales, accounts, leases, employment agreements, etc. Any agent or "designee" given this authority by the President or Vice-President must have written approval by a majority of the Board Members.

Any purchases, expenditures, withdrawals from capital accounts, leases, or financial liabilities of any kind to be incurred by the corporation must be in writing and signed by both corporate officers that being the President and Vice-President.

Withdrawals of all corporate accounts will require the signatures of the aforementioned corporate officers.

d) The amount of capital with which this corporation shall begin business shall be;

FIFTY THOUSAND (\$50,000.00) DOLLARS.

e) Personal Liability of shareholders for the debts of the corporation and extent and conditions thereof (F.S.607(2)(b)(5);

The shareholders, corporate officers, directors, managers or their agents of this corporation shall not have any personal liability for the debts, actions, liens, suits, claims, or any other causes against this corporation or its agents.

The undersigned has(have) executed these Articles of Incorporation this

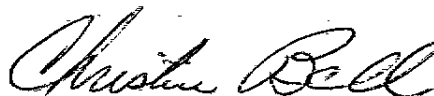
5th day of December, 19 97.



Signature RICHARD BELL  
PRESIDENT



Signature DOUGLAS COSTA  
VICE-PRESIDENT



Signature CHRISTINE BELL  
SECRETARY/TREASURER

**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: CARTHAGO TRAVEL CONSULTANTS, INC.

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

DOUGLAS E. COSTA, ESQ

(NAME)

4000 Hollywood Blvd. Suite 500 N

(P.O. BOX NOT ACCEPTABLE)

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

Hollywood, Florida 33021  
(CITY/STATE/ZIP)

97 DEC 10 PM 1:01

SIGNATURE

*Richard O. Bell*  
(Corporate Officer)

TITLE PRESIDENT

DATE 12-8-97

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.  
(F.S.607.0202(1)(g) and F.S.607.0501(Laws 1992))

SIGNATURE

DATE

*Douglas Costa*  
12-8-97