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TO: DIVISION OF CORPORATIONS FAX #: (850)922-4001
FROM: EMPIRE CORPORATE KIT COMPANY ACCT#: 072450003255
CONTACT: RAY STORMONT
PHONE: (305)541-3694 FAX #: (305)541-3770

NAME: KEYPORT GLOBAL TRAVEL, INC
AUDIT NUMBER.....H98000001267
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.
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ARTICLES OF INCORPORATION
OF
KEYPORT GLOBAL TRAVEL, INC.

ARTICLE I - NAME

The name of this corporation is KEYPORT GLOBAL TRAVEL, INC..

ARTICLE II - DURATION

The corporation shall commence its existence on the date of filing and acknowledgment of these Articles and its existence shall be perpetual.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated in accordance with applicable Florida Statutes.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 100,000 shares of common stock with a par value of \$100.00, which shall be designated "Common Shares".

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is:

100 S. E. Second Street - Suite 2750
Miami, Florida 33131

and the name of the initial registered agent of this corporation is:

DAVID M. GOLDSTEIN

The Articles of Incorporation
were prepared by:
David M. Goldstein
100 S.E. 2nd Street
Suite 2750
Miami, Florida 33131
Florida Bar No.: 156003
(305) 372-3535

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ARTICLE VI - PRINCIPAL PLACE OF BUSINESS

The principal place of business of this corporation shall be located at:

c/o David M. Goldstein
100 S.E. 2nd Street
Suite 2750
Miami, Florida 33131

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have one (2) directors initially. The number of directors may be increased or decreased from time to time by the By-Laws, but shall never be less than one (1).

The names and addresses of the initial directors of this corporation are:

Charles Z. Goldstein, President
c/o David M. Goldstein
100 S.E. 2nd Street
Suite 2750
Miami, Florida 33131

Jeanette M. Goldstein
c/o David M. Goldstein
100 S.E. 2nd Street
Suite 2750
Miami, Florida 33131

ARTICLE VIII - INCORPORATORS

The name(s) and address(es) of the person(s) signing the Articles of this corporation is
(are):

DAVID M. GOLDSTEIN
100 S. E. Second Street - Suite 2750
Miami, Florida 33131

ARTICLE IX - BYLAWS

The Board of Directors and the shareholders are both vested with the power to

adopt, alter, amend or repeal the By-Law.

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ARTICLE X

The corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporators have executed these Articles of Incorporation this 20th day of January, 1998.


DAVID M. GOLDSTEIN, Incorporator

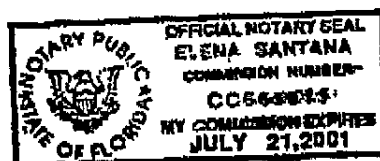
STATE OF FLORIDA)
) S.S.
COUNTY OF DADE)

BEFORE ME, a notary public, authorized to take acknowledgments in the State and County set forth above, personally appeared DAVID M. GOLDSTEIN, who produced his Florida Driver's License as the required form of identification, known to me and known by me to be the persons who executed the foregoing Articles of Incorporation, and acknowledged before me that they executed these Articles of Incorporation.

IT WITNESS WHEREOF, I have set my hand and affixed my official seal in the State and County aforesaid, this 20th day of January, 1998.

My Commission Expires:


NOTARY PUBLIC, State of Florida at Large



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**ACKNOWLEDGMENT AND CONSENT
OF REGISTERED AGENT**

Having been named initial registered agent to accept service of process on the corporation at the initial registered office designated in these Articles of Incorporation, I hereby accept such status and consent to act in this capacity and agree to comply with all requirements of law pertaining thereto.


DAVID M. GOLDSTEIN, ESQUIRE

The Articles of Incorporation
were prepared by:
David M. Goldstein
100 S.E. 2nd Street
Suite 2750
Miami, Florida 33131
Florida Bar No.: 156003

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