

2/19/98

FLORIDA DIVISION OF CORPORATIONS
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NAME: INTERNATIONAL HOSPITALITY AND TRAVEL CORP.

AUDIT NUMBER.....H98000003367

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

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TALLAHASSEE, FLORIDA

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

February 19, 1998

EMPIRE

SUBJECT: INTERNATIONAL HOSPITALITY AND TRAVEL CORP.
REF: W98000003730

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ARTICLES OF INCORPORATION
OF

INTERNATIONAL HOSPITALITY AND TRAVEL CORP.

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ARTICLE I-NAME

The name of this Corporation is **INTERNATIONAL HOSPITALITY AND TRAVEL CORP.**

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE II-DURATION

This Corporation shall have a perpetual existence commencing on the Date of Filing.

ARTICLE III-PURPOSE

This Corporation may engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV-CAPITAL STOCK

This Corporation is authorized to issue and have outstanding at any one time an aggregate number of shares of 500 shares of common stock having a par value of ONE (1) per share.

ARTICLE V-INITIAL REGISTERED OFFICE AND AGENT

The name and street address of the initial registered office of this Corporation is Nereida H. Bernal, 4500 West 16th Ave Apt. 316 Hialeah, FL 33012. The principal place of business of the corporation shall be 4500 West 16th Ave Apt. 316 Hialeah, FL 33012.

ARTICLE VI-INITIAL BOARD OF DIRECTORS

This Corporation shall have ONE (1) Director initially. The number of Directors may be increased or decreased from time to time by the Bylaws, but shall never be less than ONE (1). The names and address of the initial Director are:

NAME	ADDRESS
Nereida H. Bernal	4500 West 16 th Ave Apt. 316 Hialeah, FL 33012

Prepared by: Herminia Rosario
Rosario & Associates,
4410 W 16th Ave. #2
Hialeah, Florida 33012
Phone (305) 828-8622
Fax (305) 828-4657

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ARTICLE VII-LAWS

The Bylaws of this Corporation may be adopted, altered, amended or repealed by either the Stockholder(s) or Director(s).

ARTICLE VIII-INDEMNIFICATION

The corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

ARTICLE IX-PREEMPTIVE RIGHTS

Every Stockholder, upon the sale for cash of any new stock of this Corporation of the same kind, class or series as that which he/she already holds, shall have the right to purchase his/her prorated share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE X-INCORPORATOR

The person signing these articles is Nereida H. Bernal, 4500 West 16th Ave Apt. 316, Hialeah, FL. 33012.

ARTICLE XI-AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, in accordance with the provisions of the Florida General Corporation Act.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation, this 18th day of February, 1998.


Nereida H. Bernal

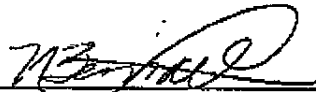
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ACCEPTANCE BY REGISTERED AGENT

Pursuant to the provisions of sections 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.

INTERNATIONAL HOSPITALITY AND TRAVEL CORP., a Florida Corporation organized under the laws of the State of Florida has name Nereida H. Bernal, Dade County, State of Florida, as its agent to accept service of process within this state.



Nereida H. Bernal

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS INTERNATIONAL HOSPITALITY AND TRAVEL CORP., Dade County, Florida
THE UNDERSIGNED HEREBY AGREES TO ACT IN THIS CAPACITY, AND
FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES
RELATIVE TO THE PROPER AND COMPLETE DISCHARGE OF HIS/HER
DUTIES.

Dated this 18th day of February, 1998.



Nereida H. Bernal

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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