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FROM: EMPIRE CORPORATE KIT COMPANY  
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NAME: UNIQUE TRAVEL & ENTERTAINMENT, INC.

AUDIT NUMBER.....H98000003975

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

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**FLORIDA DEPARTMENT OF STATE**  
**Sandra B. Mortham**  
Secretary of State

February 27, 1998

EMPIRE

,

SUBJECT: UNIQUE TRAVEL & ENTERTAINMENT, INC.  
REF: W98000004429

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

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Becky McKnight  
Document Specialist

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ARTICLES OF INCORPORATION

OF

UNIQUE TRAVEL & ENTERTAINMENT, INC.

ARTICLE I - NAME

The name of the corporation is UNIQUE TRAVEL & ENTERTAINMENT, INC.

ARTICLE II - DURATION

The corporation shall have perpetual existence, unless sooner dissolved in accordance with the laws of the State of Florida. Corporate existence shall commence at the time of filing of the Articles by the Department of State, State of Florida.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 100 shares of One Dollar (\$ 1.00 ), par value common stock which shall be designated "COMMON SHARES".

ARTICLE V - PREEMPTIVE RIGHTS

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

Prepared by:

Evan M. Feldman, Esq

5975 Sunset Drive, Suite 604

S. Miami, Fl 33143

(305) 667-9489 / FB No. 504040

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ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 5975 Sunset Drive, Suite 604, S. Miami, Fl 33143 and the name of the initial registered agent of this corporation at that address is EVAN M. FELDMAN, Esq.

ARTICLE VII- INITIAL BOARD OF DIRECTORS

This corporation shall have 2 directors initially. The number of directors may be either increased or diminished from time to time by the bylaws but shall never be less than one. The name(s) and addresses of the initial director(s) of this corporation are:

BENN SWICKLE

2121 N. Bayshore Drive  
Suite 904  
Miami, Fl 33137

RICHARD KILFEATHER

2121 N. Bayshore Drive  
Suite 904  
Miami, Fl 33137

ARTICLE VIII - INCORPORATORS

The name and address of the person signing these articles is:

BENN SWICKLE  
2121 N. Bayshore Drive  
Suite 904  
Miami, Fl 33137

ARTICLE IX - BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and the shareholders.

ARTICLE X - CALLING OF SPECIAL MEETINGS

Special meetings of the shareholders may be called by the Board of Directors of the holders of not less than one tenth of all shares entitled to vote at the meeting.

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ARTICLE XI - SHAREHOLDER QUORUM AND VOTING

The majority of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders.

If a quorum is present, the affirmative vote of the majority of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

ARTICLE XII - APPROVAL OF SHAREHOLDERS REQUIRED FOR MERGER

The approval of the shareholders of this corporation to any plan or merger shall be required in every case, whether or not such approval is required by law.

ARTICLE XIII - GENERAL PROVISIONS

A. The private property of the stockholders shall not be subject to the payment of any corporate debts to any extent whatsoever.

B. Subject to the provisions and conditions of this Article, the corporation shall have full power and lawful authority to accept property, labor and services in payment for shares of its capital stock in lieu of cash, at a just valuation to be fixed by its Board of Directors.

C. A director of the corporation may transact business, borrow, lend or otherwise deal or contract with the corporation to the full extent and subject only to the limitations and provisions of the laws of the State of Florida and the laws of the United States.

D. The corporation shall indemnify each director and officer of the corporation against all or any portion of the liability and expenses reasonably incurred by her or him in connection with or arising out of any action, suit or proceeding in which she or he may be involved, by reason of her or his being or having been an officer or director of the corporation, (whether or not she or he continues to be an officer or director at the time of incurring such expenses), to the full extent permitted by and subject only to the limitations and provisions of the laws of the State of Florida and the laws of the United States.

ARTICLE XIV - AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these articles of incorporation or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

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ARTICLE XV PLACE OF BUSINESS

In pursuance of Chapter 607.34, Florida Statutes, the following is submitted, in compliance with said Act: **UNIQUE TRAVEL & ENTERTAINMENT, INC.** desiring to organize under the laws of the State of Florida, with its principle office at 2121 N. Bayshore Drive, Suite 904, Miami, Fl 33137, named **EVAN M. FELDMAN, Esq.**, located at 5975 Sunset Drive, Suite 604, Fl 33143 as its agent to accept service of process within this state.

IN WITNESS WHEREOF, the undersigned subscriber has executed these articles of incorporation this 26TH day of FEBRUARY, 1998.


  
BENN SWICKLE

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 SECRETARY OF STATE  
 TALLAHASSEE FLORIDA

STATE OF FLORIDA     )  
                                  )SS  
COUNTY OF DADE     )

BEFORE ME, a notary public authorized to take acknowledgments in the state and county set forth above, personally appeared, **BENN SWICKLE**, known to me to be the person who executed the foregoing articles of incorporation, and having produced his drivers license as identification, and took an oath wherein he acknowledged before me that he executed these articles of incorporation.

IN WITNESS WHEREOF, I have hereto set my hand and affixed my official seal, in the state and county aforesaid this 26TH day of FEBRUARY, 1998.

  
NOTARY PUBLIC, State of Florida at large



EVAN M FELDMAN  
My Commission CC523089  
Expires Jan. 07, 2000

My commission expires:

Acceptance of Registered Agent

I, the undersigned, having been named to accept service of process for the above corporation, at the place designated in this certificate, hereby to accept to act in that capacity and agree to comply with the provisions of said act relative to keeping open said office.

  
EVAN M. FELDMAN, ESQ.