

3/05/98

FLORIDA DIVISION OF CORPORATIONS
PUBLIC ACCESS SYSTEM
ELECTRONIC FILING COVER SHEET

10:50 AM

P 98000021152

((H98000004374 8)))

TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

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

ACCT#: 072450003255

FAX #: (305)541-3770

NAME: HIGH ALTITUDE SKI TOURS, INC.
AUDIT NUMBER.....H98000004374

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

CERT. OF STATUS..0

PAGES..... 5

CERT. COPIES.....1

DEL.METHOD.. FAX

EST.CHARGE.. \$122.50

NOTE: PLEASE PRINT THIS PAGE AND USE IT AS A COVER SHEET. TYPE THE FAX
AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

** ENTER 'M' FOR MENU. **

ENTER SELECTION AND <CR>:
Help F1 Option Menu F2

EFFECTIVE DATE
3-3-98

NUM

Connect: 00:04:50

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

98 MAR -5 AM 1:06

F. CHESSER MAR 5 1998

(5)

ARTICLES OF INCORPORATION

H980000004374 OF
HIGH ALTITUDE SKI TOURS, INC.

The undersigned, for the purpose of forming a corporation for profit under the laws of Florida, hereby adopts the following Articles of Incorporation:

EFFECTIVE DATE
3-3-98

Article I
Name

The name of the corporation is: HIGH ALTITUDE SKI TOURS, INC.

Article II
Duration

This corporation shall exist perpenually. Corporate existence shall commence on the date these Articles are executed and acknowledged, except that if they are not filed by the Department of State of the State of Florida within five days, exclusive of legal holidays, after they are executed and acknowledged, corporate existence shall commence upon filing by the Department of State.

Article III
Nature of Business

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

Article IV
Capital Stock

(a) Authorized Capital. The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is 1000 shares of common stock having a par value of \$1.00 per share.

(b) Preemptive Rights. Shareholders shall have no preemptive rights.

(c) Cumulative Voting. Cumulative voting shall not be permitted.

This Document Prepared by:
JACQUELINE M. VALDESPINO, ESQUIRE
800 Douglas Road, Suite 160, Building B
Coral Gables, FL 33134
(305) 442-1200
Florida Bar # 0756120

FILED
98 MAR -5 AM 1:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

H980000004374

H98000004374

2

Article V
Initial Registered Office and Agent

The street address of the initial registered office of this corporation is : 8789 South West 132nd Street, Miami, FL 33176. The name of the initial registered agent of this corporation ANTON LAFKO. The principle office of the corporation: 8789 South West 132nd Street, Miami, FL 33176.

Article VI
Directors

(a) **Number**. This corporation shall have one (1) director initially. The number of directors may be increased or diminished from time to time by the bylaws, but shall never be less than one.

(b) **Initial Directors**. The names and street addresses of the members of the first board of directors of the corporation are:

Names

ANTON LAFKO

Street Addresses

3040 North East 16th Avenue, # 112A
Ft. Lauderdale, FL 33334

(c) **Compensation**. The board of directors is hereby specifically authorized to make provisions for reasonable compensation to its members for their services as directors, and to fix the basis and conditions upon which such compensation shall be paid. Any director of the corporation may also serve the corporation in any other capacity and receive compensation therefor in any form.

(d) **Indemnification**. The board of directors is hereby specifically authorized to make provision for indemnification of directors, officers, employees and agents to the full extent permitted by law.

Article VII
Bylaws

The initial bylaws of this corporation shall be adopted by the directors. Bylaws shall be adopted, altered, amended or repealed from time to time by either the shareholders or the board

This Document Prepared by:
JACQUELINE M. VALDESPINO, ESQUIRE
800 Douglas Road, Suite 160, Building B
Coral Gables, FL 33134
(305) 442-1200
Florida Bar # 0756120

H98000004374

H98000004374

3

of directors, but the board of directors shall not alter, amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the directors.

**Article VIII
Incorporator**

The name and street address of the incorporator of this corporation is: ANTON LAFKO, 8789 South West 132nd Street, Miami, FL 33176.

**Article IX
Amendment**

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

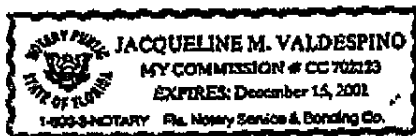
IN WITNESS WHEREOF, the Incorporator has executed these Articles this 3rd day of March 1998.

Anton Lafko
ANTON LAFKO

STATE OF FLORIDA)
) SS
COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 3 day of March, 1998, by ANTON LAFKO who is personally known to me and who did take an oath.

J. Walden
Notary Public, State of Florida
at Large
My Commission Expires:



CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE

This Document Prepared by:
JACQUELINE M. VALDESPINO, ESQUIRE
300 Douglas Road, Suite 160, Building B
Coral Gables, FL 33134
(305) 442-1200
Florida Bar # 0756120

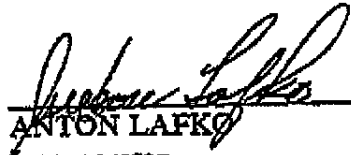
H98000004374

H98000004374

**FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING
AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with Section 48.091, Florida Statutes, the following is submitted:

High Altitude Ski Tours, desiring to organize or qualify under the laws of the State of Florida with its principal place of business at: 8789 South West 132nd Street, Miami, FL 33176, has named ANTON LAFKO located at: 8789 South West 132nd Street, Miami, FL 33176, its agent to accept service of process within Florida.


ANTON LAFKO
Incorporator

Dated: March 3, 1998

Having been named to accept service of process for the above stated Corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.


ANTON LAFKO
Registered Agent

Dated: March 3, 1998

FILED
98 MAR -5 AM 1:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

This Document Prepared by:
JACQUELINE M. VALDESPINO, ESQUIRE
800 Douglas Road, Suite 160, Building B
Coral Gables, FL 33134
(305) 442-1200
Florida Bar # 0756120

H98000004374