

3/16/98

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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

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FROM: EMPIRE CORPORATE KIT COMPANY

ACCT#: 072450003255

CONTACT: RAY STORMONT

PHONE: (305)541-3694

FAX #: (305)541-3770

NAME: SKY TRAVEL & TOURS, INC.

AUDIT NUMBER.....H98000005046

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

CERT. OF STATUS..0

PAGES.....4

CERT. COPIES.....1

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TALLAHASSEE FLORIDA

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**ARTICLES OF INCORPORATION
OF**

SKY TRAVEL & TOURS, INC.

The undersigned subscribers to these Articles of Incorporation, natural persons competent to contract, hereby form a corporation for profit under the laws of the State of Florida.

ARTICLE I-NAME

The name of the corporation is **SKY TRAVEL & TOURS, INC.**

ARTICLE II-NATURE OF BUSINESS

The general character, purpose, and nature of business to be transacted by this corporation is to carry on in any capacity and business or trade deemed legal in the State of Florida, to wit: to operate a travel and tour business.

ARTICLE III-CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is 500 shares of common stock, each share having a par value of \$1.00.

ARTICLE IV-TERM OF EXISTENCE

The corporation shall have perpetual existence.

ARTICLE V-ADDRESS

The initial street address of the principal office of this corporation is to be:

1450 Coral Way, Ste. 9
Miami, FL 33145

the board of directors may from time to time designate such other address and place for the principal office of this corporation as it may see fit.

ARTICLE VI-REGISTERED AGENT

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

THIS INSTRUMENT WAS PREPARED BY:
RUBEN E. DORTA, P.A.
6011 West 16th Avenue
Hialeah, FL 33012
557-3332
FBN: 441066

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That, **SKY TRAVEL & TOURS, INC.**, desiring to organize under the laws of the State of Florida with its principal office as indicated in the Article of Incorporation at the City of Miami, County of Miami-Dade, has named:

MICHAEL W. HERROD
1450 Coral Way, Ste. 9
Miami, FL 33145

as its agent to accept service of process within this state.

ACKNOWLEDGMENT

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


MICHAEL W. HERROD, Registered Agent

ARTICLE VII-DIRECTORS

The corporation shall have 1 director initially. The number of directors may be increased or diminished from time to time by the By-laws, but shall never be less than one.

ARTICLE VII-INITIAL DIRECTORS

The names and street addresses of the initial director who shall hold office until his successor(s) is elected and has qualified is as follows:

PRESIDENT, VICE-PRESIDENT, SECRETARY AND TREASURER
MICHAEL W. HERROD
1450 Coral Way, Ste. 9
Miami, FL 33145

ARTICLE IX-INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is:

MICHAEL W. HERROD
1450 Coral Way, Ste. 9
Miami, FL 33145

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ARTICLE X-EFFECTIVE DATE

These Articles of Incorporation shall be effective upon acceptance by the Secretary of State.

ARTICLE XI-AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the board of directors, proposed by them to the stockholders and approved at a stockholders' meeting by a majority of the stockholders entitled to vote thereof, manifesting their intention that a certain amendment to these Articles of Incorporation be made.

IN WITNESS WHEREOF, we have hereunto set our hands and seals, acknowledged and filed this foregoing Articles of Incorporation under the laws of the State of Florida, this ___ day of March, 1998.

Michael W. Herrod
MICHAEL W. HERROD

STATE OF FLORIDA)

:SS

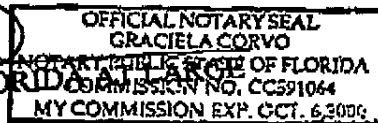
COUNTY OF DADE)

BEFORE ME, the undersigned authority, personally appeared, MICHAEL W. HERROD known to me to be the person described in and who executed the foregoing instrument, who acknowledged before me that he executed the same, that I relied upon the following forms of identification of the above-name person: FL PL. #6305562128-0

WITNESS my hand and official seal, this 13 day of March, 1998, in the County and State aforesaid.

Graciela Corvo
NOTARY PUBLIC, STATE OF FLORIDA

My commission expires:



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