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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: CORPORATE CREATIONS INTERNATIONAL INC.

ACCT#: 110432003053

CONTACT: LUIS URIARTE

PHONE: (305)672-0686

FAX #: (305)672-9110

NAME: ZOE TRAVEL SERVICES, INC.

AUDIT NUMBER.....H98000005666

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

CERT. OF STATUS..0

PAGES..... 4

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EXPIRATION DATE
3-24-98

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TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

Article I. Name

The name of this Florida corporation is:
Zoe Travel Services, Inc.

Article II. Address

The mailing address of the Corporation is:
Zoe Travel Services, Inc.
P.O. Box 21475
West Palm Beach FL 33416

Article III. Registered Agent

The name and address of the registered agent of the Corporation is:
Christopher Pinkerman
909 Ryanwood Drive
West Palm Beach FL 33413

Article IV. Board of Directors

The name of each member of the Corporation's Board of Directors is:

Christopher Pinkerman
Jennifer Pinkerman

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than one director. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation. The election of directors shall be done in accordance with the Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by applicable law.

American Incorporators Ltd.
1220 North Market Street, Suite 606
Wilmington DE 19801
302-421-5752

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Article V. Capital Stock

The Corporation shall have the authority to issue 1,500 shares of common stock, par value zero per share.

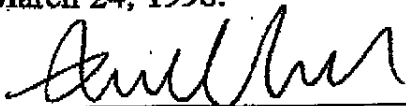
Article VI. Incorporator

The name and address of the incorporator is:
Corporate Creations International Inc.
941 Fourth Street #200
Miami Beach FL 33139

Article VII. Corporate Existence

These Articles of Incorporation shall become effective and the corporate existence will begin on March 24, 1998.

The undersigned incorporator executed these Articles of Incorporation on March 24, 1998.



CORPORATE CREATIONS INTERNATIONAL INC.
Luis A. Uriarte Vice President

American Incorporators Ltd.
1220 North Market Street, Suite 606
Wilmington DE 19801
302-421-5752

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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/OFFICE**

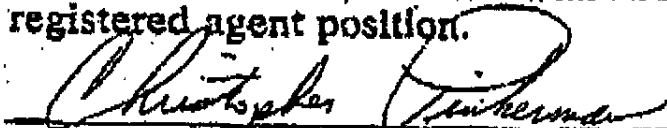
CORPORATION:

Zoe Travel Services, Inc.

REGISTERED AGENT/OFFICE:

Christopher Pinkerman
909 Ryanwood Drive
West Palm Beach FL 33413

I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.


CHRISTOPHER PINKERMAN

Date: March 24, 1998

American Incorporators Ltd.
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