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FLORIDA DIVISION OF COR

((H98000008342 1))

TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: FAS-T CORP. AGENTS, INC.
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NAME: RUTICAS CORPORATION

AUDIT NUMBER.....H98000008342

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

CERT. OF STATUS..0

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

May 4, 1998

FAS-T CORP. AGENTS, INC.

SUBJECT: RUTICAS CORPORATION
REF: W98000009883

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.

The registered agent and street address must be consistent wherever it appears in your document.

THE ARTICLES MUST BE DATED.

If you have any further questions concerning your document, please call (850) 487-6067.

Neysa Culligan
Document Specialist

FAX Aud. #: H98000008342
Letter Number: 498A00024191

ARTICLES OF INCORPORATION
OF
RUTICAS CORPORATION

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, do hereby adopt the following Articles of Incorporation.

ARTICLE ONE

The name of the corporation is : RUTICAS CORPORATION

ARTICLE TWO

The general purposes for which the corporation is organized are :

1. To engage in the business of sales and promotion of tourism to Central America.
2. To transact any other lawful business for which corporations may be incorporated under the Florida General Corporations Act or engage in any other trade business which can, in the opinion of the Board of Directors of the corporation be advantageously carried on in connection with or auxiliary to the forgoing business.
3. To do such other as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

ARTICLE THREE

The aggregate number of shares which the corporation is authorized to issue is ONE HUNDRED. Such shares shall be of a single class, and shall have a par value of TEN DOLLARS (\$10.00), per share.

ARTICLE FOUR

The street address of the initial registered office of the corporation is :
126 Zamora Ave. Apt. G-- Coral Gables, Fl. 33134

ARTICLE FIVE

The principal place of business and mailing address of this corporation shall be : 145 Madeira Avenue, Suite #316, Coral Gables, Fl 33134....

Prepared By: Santander B. Ordonez
1840 West 49 Street
Hialeah, Fl. 33012 (305) 558-3931

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TALLAHASSEE FLORIDA

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ARTICLE SIX

This corporation shall have not less than two directors, initially. The number of directors may be increased or decreased from time to time, by by-laws adopted by the stockholders, but shall never be less than one.

ARTICLE SEVEN

The names and post office address of the first Board of Directors and officers of this corporation, who shall hold office for the first year of its existence or until their successors are elected and qualified, are as follows :

<u>NAME</u>	<u>ADDRESS</u>	<u>OFFICE</u>
HECTOR HERNANDEZ TORRES	126 Zamora Ave. Apt G Coral Gables, Fl 33134	President/Treas.
JAME RICO SALAZAR	126 Zamora Ave. Apt G Coral Gables, Fl 33134	Secretary

ARTICLE EIGHT

The names and post office of the subscribers to this certificate of incorporation and the number of shares each agrees to take and the value of the consideration paid thereof, are :

<u>NAME AND ADDRESS</u>	<u>SHARES</u>	<u>VALUE</u>
HECTOR HERNANDEZ TORRES 126 Zamora Ave. Apt G Coral Gables, Fl 33134	100	\$1000

The proceeds of the stock subscribed for is at least as much as the amount of capital necessary to begin business.

ARTICLE NINE

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved at a stockholders' meeting by a majority of the stock entitled to vote thereon.

ARTICLE TEN

Any action of the stockholders of this corporation may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by all the stockholders who would be entitled to vote upon such action at a meeting and filed with the secretary of the corporation as part of the corporate records. Such consent shall have the same force and effect as an unanimous vote of the stockholders.

ARTICLE ELEVEN

If, at any time any of the stockholders desire to sell and dispose of their stock, said stockholder or stockholders shall first offer it in writing to the other stockholders, stating price and terms and give said other stockholders thirty (30) days, if no stockholder has purchased the stock, said stockholder shall have the right to sell to whomever will purchase it for the same sums and prices for which it was offered to the stockholders.

IN WITNESS WHEREOF, the incorporators have hereto set their respective hands and seals 1st day of MAY, 1998.


HECTOR HERNANDEZ TORRES

(SEAL)

H98000008342


CERTIFICATE DESIGNATION PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE
OF PROCESS WITHIN THIS STATE, NAMING REGISTERED AGENT UPON WHOM PROCESS
MAY BE SERVED.

In pursuance of Section 607.0501, Florida Statutes, the following
is submitted, in compliance with said Act:

FIRST RUTICAS CORPORATION desiring to
organize under the laws of the State of Florida with its principal office
as indicated in the Articles of Incorporation at the city of
County of Dade, State of Florida, has named JAIME RICO SALAZAR
126 Zamora Ave. Apt G - Coral Gables, Fl it's REGISTERED AGENT to
accept services of process within this states.

ACKNOWLEDGMENTS:

Having been named to accept services of process for the above
stated corporation, at place designated in this capacity, and agree to
comply with the provision of said Act relative to keeping open said
office.



JAIME RICO SALAZAR

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