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TO: DIVISION OF CORPORATIONS

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FROM: EMPIRE CORPORATE KIT COMPANY

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NAME: C & D TRAVEL, INC.

AUDIT NUMBER.....H98000008801

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 11, 1998

EMPIRE

SUBJECT: C & D TRAVEL, INC.
REF: W98000010578

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.

You must list at least one incorporator with a complete business street address.

If you have any further questions concerning your document, please call (850) 487-6931.

Becky McKnight
Document Specialist

FAX Aud. #: H98000008801
Letter Number: 598A00025831

**ARTICLES OF INCORPORATION
OF**

C & D TRAVELWAY, INC.

ARTICLE I-NAME

The name of this Corporation is **C & D TRAVELWAY, INC.**

ARTICLE II-DURATION

This Corporation shall have a perpetual existence commencing on the Date of Filing.

ARTICLE III-PURPOSE

This Corporation may engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV-CAPITAL STOCK

This Corporation is authorized to issue and have outstanding at any one time an aggregate number of shares of 500 shares of common stock having a par value of \$1.00 per share.

ARTICLE V-INITIAL REGISTERED OFFICE AND AGENT

The name and street address of the initial registered office of this Corporation is **EDITH GARCIA**. The principal place of business of the corporation shall be 675 NW 85TH Court Suite 111 Miami, FL, 33126.

ARTICLE VI-INITIAL BOARD OF DIRECTORS

This Corporation shall have (1) One Director initially. The number of Directors may be increased or decreased from time to time by the Bylaws, but shall never be less than (1) One

The names and address of the initial Director are:

NAME	ADDRESS
Edith Garcia	5850 SW 158 th CT Miami, FL 33193

Prepared by: **Herminia Rosario**
ROSARIO ENTERPRISES, INC.,
4410 W 16th Ave. #2
Hialeah, Florida 33012
Phone (305) 828-8622
Fax (305) 828-4657

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ARTICLE VII-LAWS

The Bylaws of this Corporation may be adopted, altered, amended or repealed by either the Stockholder(s) or Director(s).

ARTICLE VIII-INDEMNIFICATION

The corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

ARTICLE IX-PREEMPTIVE RIGHTS

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

ARTICLE X-INCORPORATOR

The person signing these articles is Edith Garcia 5850 SW 158TH CT Miami, FL. 33193.

ARTICLE XI-AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, in accordance with the provisions of the Florida General Corporation Act.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation, this 7 day of May, 1998.


Edith Garcia

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ACCEPTANCE BY REGISTERED AGENT

Pursuant to the provisions of sections 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

C & D TRAVELWAY, INC. a Florida Corporation organized under the laws of the State of Florida has named Edith Garcia, of Dade County, State of Florida, as its agent to accept service of process within this state.


Edith Garcia

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS C & D TRAVELWAY, INC., 675 NW 85th COURT SUITE 111, Miami, FL 33126 THE UNDERSIGNED HEREBY AGREES TO ACT IN THIS CAPACITY, AND FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE DISCHARGE OF HIS/HER DUTIES.

Dated this 7th day of May, 1998


Edith Garcia

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