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FLORIDA DIVISION OF CORPORATIONS  
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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: FAS-T CORP. AGENTS, INC.  
CONTACT: LIDIA FERNANDEZ  
PHONE: (305)599-0839

ACCT#: 071001002335

FAX #: (305)716-0346

NAME: TOM TOURS, TRAVEL & SERVICES, INC.  
AUDIT NUMBER.....H98000013678  
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.  
CERT. OF STATUS..1 PAGES..... 4  
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AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

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TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF  
TOM TOURS, TRAVEL & SERVICES, INC.

I - NAME:

The name of this corporation is:

TOM TOURS, TRAVEL & SERVICES, INC.

II - DURATION:

This corporation shall have perpetual existence, unless sooner dissolved in accordance with the laws of the State of Florida.

III - PURPOSE:

This corporation is organized for the purpose of transacting any and all business permitted under the laws of the United States and of the State of Florida.

IV - CAPITAL STOCK:

This corporation is authorized to issue ---SIXTY---( 60 ) shares of ---NO--- par value common stock, which shall be designated "Common Stock"

V - PREEMPTIVE RIGHTS:

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

PREPARED BY: JULIO C. TALAVERA,  
300 SW 12 Ave., Suite B-332  
Miami, Fl. 33130  
(305) 541-7363

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VI - INITIAL PRINCIPAL OFFICE, MAILING ADDRESS AND INITIAL  
REGISTERED OFFICE AND AGENT:

The street address of the initial principal and registered  
office of this Corporation is:

210 S.W. 107TH AVENUE - SWEETWATER, FL 33174

and the name of the initial registered agent of this  
Corporation at that address is: ALICIA ANDAUR

VII - INITIAL BOARD OF DIRECTORS:

The Corporation shall have TWO (02)- director (s) initially.

The number of directors may be either increased or diminished  
from time to time by the bylaws but shall never be less than  
ONE (01).

The name(s) and address(es) of the initial director(s) of  
this corporation is (are):

ALICIA ANDAUR	(50% SHARES)	146-32 S.W. 113 LANE
		MIAMI, FL 33186
LUCIA FERNANDEZ	(50% SHARES)	69 SALEM ROAD
		VALLEY STREAM, N.Y. 11580

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VIII - INDEMNIFICATION:

The Corporation shall indemnify any officer or director, or  
any former officer or director, to the full extent permitted  
by law.

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IX - INCORPORATOR:

The name(s) and address(es) of the person(s) signing these  
articles is (are):

ALICIA ANDAUR	146-32 S.W. 113 LANE
	MIAMI, FL 33186
LUCIA FERNANDEZ	69 SALEM ROAD
	VALLEY STREAM, N.Y. 11580

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IN WITNESS WHEREOF, the undersigned subscriber(s) has (have)  
executed these articles of incorporation this 20TH day of  
JULY 1998.

Lucia C. Fernandez  
Lucia Fernandez  
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TALLAHASSEE, FLORIDA

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE  
SERVICE OF PROCESS WITHIN THE STATE OF FLORIDA, NAMING AGENT  
UPON WHOM SERVICE OF PROCESS MAY BE EFFECTIVE.

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In compliance with Section 607.034 of the Florida Statutes,  
the following is submitted:

TOM TOURS, TRAVEL & SERVICES, INC.

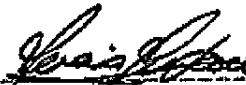
desiring to organize or qualify under the laws of the State  
of Florida, with its principal place of business in the City  
of -----MIAMI-----, County of --DADE--, State of Florida,  
has named : ALICIA ANDAUR ----- located at

210 S.W. 107TH AVENUE - MIAMI, FL 33174

City of ----MIAMI----, County of --DADE--, State of Florida  
as its agent to accept service of process within the State of  
Florida.

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ACKNOWLEDGEMENT

Having been named to accept service of process for the above  
mentioned Corporation, at the place designated in this  
Certificate, I hereby agree to act in this capacity, and  
further agree to comply with the provisions of all Statutes  
relative to the proper and complete performance of my duties.  
Dated this --20TH-- day of ----- JULY -----, 1998.

  
-----  
Resident and registered agent  
Alicia Andaur

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