

P98000069731

Avenue for Travel, Inc.

77 North Hibiscus Drive

Miami Beach, FL 33139

(305) 538-6710 ph

(305) 538-6905 fax

August 5, 1998

EFFECTIVE DATE
8/4/98

FL Dept. of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

300002609303--6
-08/06/98--01054--004
****131.25 ****131.25

Re: New Corporation

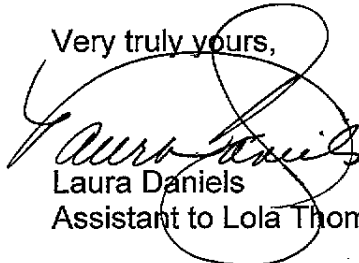
Dear Sir/Madam:

Enclosed please find the original Articles of Incorporation for the above referenced corporation and our check in the amount of \$131.25, which represents the filing fee, certified copy fee and a certificate of Good Standing fee.

I am also enclosing a self-addressed Fedex envelope for return of the certified copy of the Articles of Incorporation and the Certificate of Good Standing.

Thank you for your prompt attention to this matter. If you have any questions regarding filing of this corporation, please feel free to call me.

Very truly yours,


Laura Daniels
Assistant to Lola Thomas

Enc.

Lola GAVE
AUTHORIZATION BY PHONE TO
CORRECT art. 5
DATE 8/11/98
DOC. EXAM TA

FILED
98 AUG -6 AM 10:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TA-8/11/98

EFFECTIVE DATE
8/4/98

ARTICLES OF INCORPORATION
OF
AVENUE FOR TRAVEL, INC.

The undersigned, for the purpose of forming a corporation for profit under the laws of Florida, hereby adopts the following Articles of Incorporation:

Article I

The name of the corporation is AVENUE FOR TRAVEL, INC.

Article II

This corporation shall exist perpetually. Corporate existence shall commence on the date these Articles are executed and acknowledged, except that if they are not filed by the Department of State of the State of Florida within five days, exclusive of legal holidays, after they are executed and acknowledged, corporate existence shall commence upon filing by the Department of State.

Article III

This corporation is organized for the purpose of transacting any or all lawful business.

Article IV

(a) Authorized Capital. The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having a par value of \$1.00 per share.

(b) Preemptive Rights. Shareholders shall have no preemptive rights.

(c) Cumulative Voting. Cumulative voting shall not be permitted.

Article V

Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 77 North Hibiscus Drive, Miami Beach, Florida 33139 and the name of the initial registered agent of this corporation at that address is LOLA THOMAS. **The Principal office is the same as the Registered Office.**

Article VI

Directors

(a) Number. This corporation shall have one (1) director initially. The number of directors may be increased or diminished from time to time by the bylaws, but shall never be less than one.

(b) Initial Director. The name and street address of the member of the first board of directors of the corporation are:

<u>Name</u>	<u>Street Address</u>
LOLA THOMAS	77 North hibiscus Drive Miami Beach, Florida 33139

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

98 AUG -6 AM 10:53

FILED

(c) Compensation. The board of directors is hereby specifically authorized to make provisions for reasonable compensation to its members for their services as directors, and to fix the basis and conditions upon which such compensation shall be paid. Any director of the corporation may also serve the corporation in any other capacity and receive compensation therefor in any form.

(d) Indemnification. The board of directors is hereby specifically authorized to make provision for indemnification of directors, officers, employees and agents to the full extent permitted by law.

Article VII

Bylaws

The initial bylaws of this corporation shall be adopted by the directors. Bylaws shall be adopted, altered, amended or repealed from time to time by either the shareholders or the board of directors, but the board of directors shall not alter, amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the directors.

Article VIII

Incorporator

The name and street address of the incorporator of this corporation is:

LOLA THOMAS
77 North Hibiscus Drive
Miami Beach, FL 33139

Article IX

Amendment

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the incorporator has executed these Articles this 4th day of August, 1998.


LOLA THOMAS

**CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS
WITHIN THIS STATE NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED**

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

That AVENUE FOR TRAVEL, INC., desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation in the City of Miami Beach, Florida, has named LOLA THOMAS, located at 77 North Hibiscus Drive, Miami Beach, Florida 33139, as its agent to accept service of process within this State.

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 said office open.


LOLA THOMAS

FILED
98 AUG -6 AM 10:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA