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NAME: SOL DEL CARIBE CORP.

AUDIT NUMBER.....H98000017302

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

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ARTICLES OF INCORPORATION OF
SOL DEL CARIBE CORP.

The undersigned, for the purposes of forming a corporation under the Florida General Corporation Act, hereby adopts the following Articles of Incorporation.

Article I. NAME

The name of this corporation is: SOL DEL CARIBE CORP.

Article II. DURATION

This corporation shall have perpetual existence, commencing on the date of execution and acknowledgement of these of Articles.

Article III. PURPOSE

The corporation may transact any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act. The purpose of the corporation is to act as a travel agency.

Article IV. CAPITAL STOCK

The aggregate number of shares which the corporation has the authority to issue is One Thousand (1,000), all of which shall be common shares with a par value of One Dollar (\$1.00).

Article V. PRE-EMPTIVE 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 she or he already holds, shall have the right to purchase his or her pro rata share (as nearly as may be done without the issuance of fractional shares at the price at which it is offered to others).

Prepared By:

M. Jorge Areces, P.A.

780 NW 42 Ave. #318 (305) 442-2283

Miami, Fl. 33126

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Article VI. INITIAL REGISTERED AGENT AND OFFICE

The name and address of the initial Registered Agent of this corporation and its principal place of business is:

AMAURYS MARTINEZ
7941 SW 152 AVE
UNIT # 1402
MIAMI, FLORIDA 33193

Article VII. INITIAL BOARD OF DIRECTORS

This corporation shall have one director initially who shall serve until their successors, if any, are selected at the Shareholders' annual meeting. If and when so permanently constituted, the number of directors of the Board of Directors of the Corporation may be either increased or diminished from time to time in the by-laws but shall never be less than one. The name and address of the initial Directors of this corporation are:

AMAURYS MARTINEZ
7941 SW 152 AVE
UNIT # 1402
MIAMI, FLORIDA 33193

Article VIII. INITIAL OFFICERS

The name and address of the initial officers of this corporation are:

President: AMAURYS MARTINEZ
7941 SW 152 AVE
UNIT # 1402
MIAMI, FLORIDA 33193

Vice President: ZORAIDA MONTESINO
7941 SW 152 AVE
UNIT # 1402
MIAMI, FLORIDA 33193

Secretary: NOHARI M. MARTINEZ
7941 SW 152 AVE
UNIT # 1402
MIAMI, FLORIDA 33193

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Treasurer:

AMAURYS MARTINEZ
7941 SW 152 AVE
UNIT # 1402
MIAMI, FLORIDA 33193

Article IX. INCORPORATORS

The name and address of the person signing these Articles of Incorporation are:

AMAURYS MARTINEZ
7941 SW 152 AVE
UNIT # 1402
MIAMI, FLORIDA 33193

Article X. BY-LAWS

The power to adopt, alter, amend or repeal by-laws shall be vested in the shareholders of this corporation.

Article XI. RESTRICTIONS ON TRANSFER OF STOCK

Shares of capital stock of this corporation shall be issued initially at the first organizational meeting of this Corporation. Shares held by the initial shareholders may not be resold or otherwise transferred to other persons unless first offered to the remaining shareholder or to this corporation. The price and terms at which, and the time within which, those shares may be offered and sold shall be further specified by written agreement among all the shareholders of this corporation.

Article XII. MANAGEMENT OF CORPORATION BY SHAREHOLDERS

All corporation powers shall be exercised by, or under the authority of, and the business affairs of this corporation shall be managed under the direction, of the shareholders of this corporation.

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Article XIII. MEETING BY CONFERENCE TELEPHONE

Shareholders, officers and directors of the corporation may participate in special or regular meetings of said individuals by means of conference telephone as provided by law.

Article XIV. INDEMNIFICATION

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

Article XV. AMENDMENT

Amendments to the Certificate of Incorporation may be proposed by any member of the corporation and shall be adopted upon a majority vote of the shareholders.

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation this 16 day of SEPTEMBER, 1998.

WITNESS

M. Jorge Areges
Maria D. Perez

AMAUYS MARTINEZ

STATE OF FLORIDA)
COUNTY OF MIAMI-DADE) ss:

BEFORE ME, the undersigned authority, personally appeared AMAURYS MARTINEZ to me known to be the person who executed the foregoing Articles of Incorporation and she acknowledged to the before me that he executed such instrument.

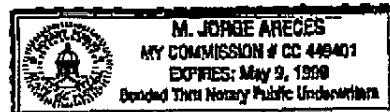
IN WITNESS WHEREOF, I have hereunto set my hand and seal this 16 day of SEPTEMBER, 1998.

My Commission Expires:

M. Jorge Areges
NOTARY PUBLIC, State of Florida
at Large.

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ACCEPTANCE OF REGISTERED AGENT

In pursuance of Chapter 607.34 Florida Statutes, the following is submitted, in compliance with said Act:

First that SOL DEL CARIBE CORP. desiring to organize under the laws of the State of FLORIDA with its principal office, as indicated in the articles of incorporation at City of MIAMI, MIAMI-DADE County, State of FLORIDA has named AMAURYS MARTINEZ located at 7941 SW 152 AVE, MIAMI, FLORIDA 33193 City of Miami, County of Miami-Dade State of Florida, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

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


INCORPORATOR

By: 

REGISTERED AGENT

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