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To: Division of Corporations
Fax Number : (850) 487-6013

From: Account Name : FAS-T CORP. AGENTS, INC.
Account Number : 071001002335
Phone : (305) 599-0839
Fax Number : (305) 716-0346

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**FLORIDA PROFIT CORPORATION OR P.A.
HAVANA EXPRESS TRAVEL, INC.**

Certificate of Status	0
Certified Copy	1
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**ARTICLES OF INCORPORATION
OF**

HAVANA EXPRESS TRAVEL, INC.

THE UNDERSIGNED INCORPORATOR, FOR THE PURPOSE OF FORMING A CORPORATION UNDER THE FLORIDA GENERAL CORPORATE ACT, HEREBY ADOPTS THE FOLLOWING ARTICLES OF INCORPORATION.

ARTICLE I: NAME

THE NAME OF THE CORPORATION SHALL BE:

HAVANA EXPRESS TRAVEL, INC.

ARTICLE II: NATURE OF THE BUSINESS

THIS CORPORATION MAY ENGAGE IN OR TRANACT ANY OR ALL LAWFUL ACTIVITIES OR BUSINESS PERMITTED UNDER THE LAWS OF THE UNITED STATES, THE STATE OF FLORIDA, AND ANY OTHER STATE, COUNTRY, TERRITORY OR NATION. THE PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS OF THIS CORPORATION SHALL BE:

HAVANA EXPRESS TRAVEL, INC.
3790 W. 12th Avenue
Hialeah, FL 33012

ARTICLE III: CAPITAL STOCK

THE AGGREGATE NUMBER OF SHARES OF STOCK AND ITS PAR VALUE THAT THIS CORPORATION IS AUTHORIZED TO ISSUED AND HAVE OUTSTANDING AT ANY ONE TIME IS: 100,000 SHARES OF COMMON STOCK, PAR VALUE \$1.00 PER SHARE.

ARTICLE IV: TERM OF EXISTENCE

THIS CORPORATION SHALL EXIST PERPETUALLY.

Prepared by: Andrade, Hernandez, Pazos & Co.
520 Biltmore Way
Coral Gables, FL 33134
305-444-8800

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ARTICLE V: OFFICERS AND DIRECTORS

THE NAMES AND STREET ADDRESSES OF THE INITIAL OFFICER AND DIRECTOR, WHO SHALL HOLD OFFICE THE FIRST DAY OF THE CORPORATION EXISTENCE UNTIL THEIR SUCCESSORS ARE ELECTED ARE:

PRESIDENT:

GRAZIELLA C. SUAREZ
SSN 262-97-4574
3790 W. 12th Avenue
Hialeah, FL 33012

SECRETARY:

BARBARA DIAZ
SSN 376-92-7661
3790 W. 12th Avenue
Hialeah, FL 33012

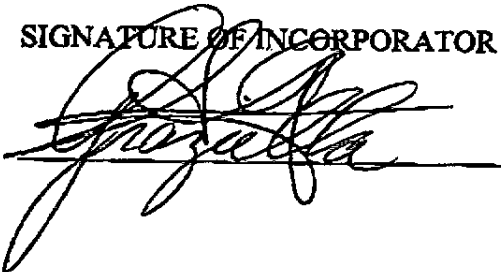
ARTICLE VI: INCORPORATOR

THE NAME AND STREET ADDRESS OF THE INCORPORATOR TO THESE ARTICLES OF INCORPORATION.

GRAZIELLA C. SUAREZ
3790 W. 12th Avenue
Hialeah, FL 33012

IN WITNESS WHEREOF, THE UNDERSIGNED INCORPORATOR HAS EXECUTED THESE ARTICLES OF INCORPORATION THIS OCTOBER 15TH, 1998.

SIGNATURE OF INCORPORATOR

A handwritten signature in black ink, appearing to read 'Graziella', written over a horizontal line.

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 OF THE FLORIDA STATUTES,
THE UNDERSIGNED CORPORATION SUBMITS THE FOLLOWING STATEMENT IN
DESIGNATING THE REGISTERED OFFICE/AGENT, IN THE STATE OF FLORIDA.

1. THE NAME OF THE CORPORATION IS:

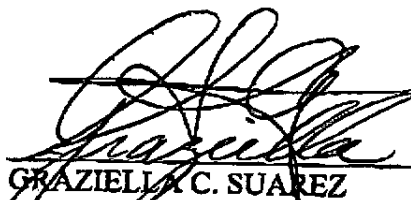
HAVANA EXPRESS TRAVEL, INC.

2. THE NAME AND ADDRESS OF THE REGISTERED AGENT AND OFFICE IS:

GRAZIELLA C. SUAREZ
3790 W. 12th Avenue
Hialeah, FL 33012

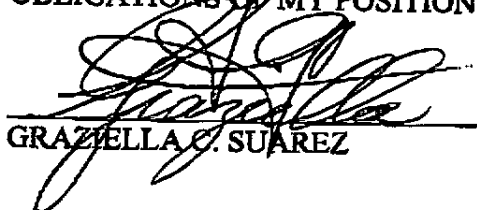
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SIGNATURE:


GRAZIELLA C. SUAREZ

DATE: October 15, 1998

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF
PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN
THE CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AND
AGREED TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE
PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE
PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE
OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.


GRAZIELLA C. SUAREZ

DATE: October 15, 1998