

ARTICLES OF INCORPORATION
OF
FRIENDLY TOURS & TRANSPORTATION, INC.

FILED
98 OCT 19 PM 1:40
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE I - CORPORATE NAME
THE NAME OF THE CORPORATION IS FRIENDLY TOURS & TRANSPORTATION, INC.

ARTICLE II - DURATION
THIS CORPORATION SHALL COMMENCE ON THE DAY OF FILING AND SHALL EXIST PERPETUALLY UNLESS DISSOLVED ACCORDING TO LAW.

ARTICLE III - PURPOSE
THE CORPORATION IS ORGANIZED FOR THE PURPOSE OF ENGAGING IN ANY ACTIVITIES 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 100 SHARES (\$10.00) PAR VALUE COMMON STOCK.

ARTICLE V - PREEMPTIVE RIGHTS
EVERY SHAREHOLDER, UPON THE SALE FOR CASH OF ANY NEW STOCK OF THIS CORPORATION OF THE KIND, CLASS OR SERIES AS THAT WHICH HE ALREADY HOLDS, SHALL HAVE THE RIGHT TO PURCHASE HIS PROROGUE SHARE THEREOF (AS MAY BE DONE WITHOUT ISSUANCE OF FRACTIONAL SHARES) AT THE PRICE AT WHICH IT IS OFFERED TO OTHERS.

ARTICLE VI - INITIAL REGISTERED OFFICE, AGENT OFFICE OF THIS CORPORATION, SHALL BE:

RICARDO VALDERRAMA
1801 S. TREASURE DR # 414
N. BAY VILLAGE, FL 33141-4321

AND THE INITIAL REGISTERED AGENT OF THIS CORPORATION AT SUCH DESIGNATION SHALL BE **RICARDO VALDERRAMA** WHO UPON ACCEPTING SUCH DESIGNATION AGREES TO COMPLY WITH THE PROVISIONS OF SECTION 48.091 FLORIDA STATUTES AS AMENDED FROM TIME TO TIME WITH RESPECT TO KEEPING SUCH OFFICE OPEN FOR SERVICE OF PROCESS.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

THIS CORPORATION SHALL HAVE TWO (2) DIRECTORS INITIALLY. THE NUMBER OF DIRECTORS MAY BE EITHER INCREASED OR DIMINISHED FROM TIME TO TIME BY THE BY-LAWS, BUT SHALL NEVER BE LESS THAN ONE (1). THE NAME AND ADDRESS OF THE INITIAL DIRECTORS OF THE CORPORATION IS AS FOLLOWS:

RICARDO VALDERRAMA
Director
1801 S. TREASURE DR # 414
N. BAY VILLAGE, FL 33141

ANTULIO ARNALDO ALVARADO
Director
1000 WEST AVE # 301
MIAMI BCH, FL 33139


ARTICLE VIII -INCORPORATOR

THE NAMES AND ADDRESS OF THE PERSONS SIGNING THESE ARTICLES OF INCORPORATION IS: ...

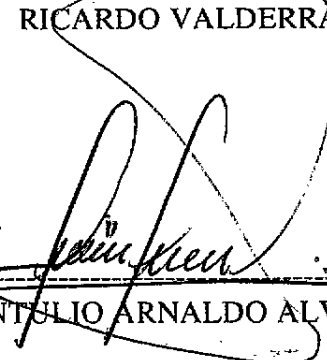
RICARDO VALDERRAMA
Director
1801 S. TREASURE DR # 414
N. BAY VILLAGE, FL 33141

ANTULIO ARNALDO ALVARADO
Director
1000 WEST AVE # 301
MIAMI BEACH, FL 33139

IN WITNESS WHEREOF, THE UNDERSIGNED SUBSCRIBER HAS EXECUTED THIS ARTICLES OF INCORPORATION THIS OCTOBER 7, 1998.



RICARDO VALDERRAMA



ANTULIO ARNALDO ALVARADO

CERTIFICATE AND ACKNOWLEDGMENT
OF
REGISTERED AGENT
&
CERTIFICATE OF REGISTERED AGENT
OF
FRIENDLY TOURS & TRANSPORTATION, INC.

PURSUANT TO FLORIDA STATUTES SECTIONS 48.091 AND 607.034, THE
FOLLOWING IS SUBMITTED:

THE ABOVE CORPORATION, DESIRING TO ORGANIZE UNDER THE LAWS OF
THE STATE OF FLORIDA WITH ITS REGISTERED OFFICE AS INDICATED
IN THE ARTICLES OF INCORPORATION AT:

1000 WEST AVE # 301
MIAMI BEACH, FL 33139

LOCATED AT THE AFORESAID ADDRESS, AS ITS REGISTERED AGENT TO
ACCEPT SERVICE OF PROCESS WITHIN THIS STATE.

ACKNOWLEDGMENT

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 FLORIDA LAW IN KEEPING OPEN SAID OFFICE.



RICARDO VALDERRAMA

SECRETARY OF STATE
TALLAHASSEE FLORIDA

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