

KATTOURA & ASSOCIATES, INC.
ACCOUNTING, BOOKKEEPING & TAX SERVICES

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National Society of Tax Professionals

P98000089975

October 12, 1998

Secretary of State
Division of Corporation
Tallahassee, FL 32399

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-10/21/98--01037--003
****122.50 *****78.75

Dear Sirs,

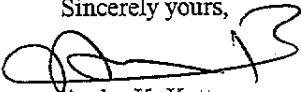
Please find enclosed the articles of incorporation for S.M. INTERNATIONAL TRAVEL, INC.

Along with a check in the amount of \$122.50 for the filing fees.

Please send return the certificate and articles to the address above.

Thank you for your cooperation to our request.

Sincerely yours,


Andre K. Kattoura

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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ARTICLES OF INCORPORATION
OF
S.M. INTERNATIONAL TRAVEL, INC.

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, do hereby adopt the following Articles of Incorporation:

ARTICLE 1. NAME. The name of the corporation is: **S.M. INTERNATIONAL TRAVEL, INC.**

ARTICLE 2. DURATION. The duration of the corporation is perpetual.

ARTICLE 3. PURPOSE. The general purposes for which the corporation is organized are the following:

A. To engage in and transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act. No other purpose limits this general purpose in any way.

B. To do such other things as are incidental to the purposes of the corporation or necessary or desirable in order to accomplish them.

ARTICLE 4. CAPITAL STOCK. The aggregate number of shares which the corporation is authorized to issue is 1000 shares of common stock. Such shares shall be of a single class and shall have a par value of \$1.00 per share.

ARTICLE 5. INITIAL REGISTERED OFFICE AND AGENT. The street address of the initial principal office of the Corporation is 3576 Coco Plum Cir, Coconut Creek, FL 33063 and the name and address of its initial Registered Agent is Samir M Massoud, 3576 Coco Plum Cir, Coconut Creek, FL 33063.

ARTICLE 6. INITIAL BOARD OF DIRECTORS. The number of Directors constituting the initial Board of Directors is one. The number of Directors may be increased or decreased from time to time in accordance with the Bylaws, but shall never be less than one. The name and address of each initial Director of the Corporation is as follows:

1. Samir M Massoud	3576 Coco Plum Cir Coconut Creek, FL 33063
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ARTICLE 7. INCORPORATORS. The name and address of each Incorporator is as follows:

1. Samir M Massoud

3576 Coco Plum Cir
Coconut Creek, FL 33063

ARTICLE 8. AMENDMENT. The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and any right conferred upon the Shareholders is subject to this reservation.

ARTICLE 9. INDEMNIFICATION. The corporation shall indemnify any incorporator, officer or director or any former officer or director, to the full extent permitted by law.

IN WITNESS WHEREOF, the undersigned has signed these Articles of Incorporation on this 12 day of OCTOBER, 1998

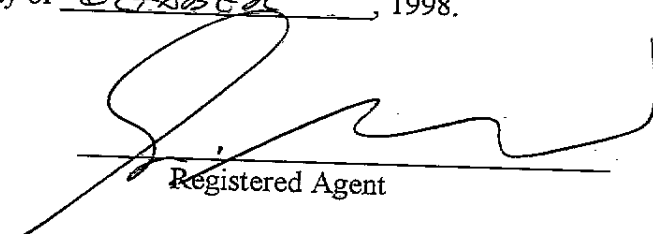


SAMIR M MASSOUD

ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the appointment as Registered Agent of **S.M. TRAVEL INTERNATIONAL, INC.** which is contained in the foregoing Articles of Incorporation.

Dated this 12 day of OCTOBER, 1998.



Registered Agent

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