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TRANSMITTAL LETTER

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

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-11/13/98--01025--017
*****131.25 *****87.50

SUBJECT: A. P. & P. TRAVEL INC
(Proposed corporate Name- must include suffix)

Enclosed is an original and one (1) copy of the articles of incorporation and a check
for: \$ 131.25 Filing Fee, Certified Copy & Certificate

FROM: A. LEXANDRA PADILLA
C/o. J.C. Accounting & Tax Services

6801 N.W. 77TH AVENUE
SUITE 310-A
MIAMI, FL 33166

(305) 884-6200
Daytime Telephone number

P. Hall

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TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
of
A. P. & P. TRAVEL INC.

The undersigned person(s), acting as incorporator(s) of a corporation organized under the laws of Delaware, hereby adopt(s) the following Articles of Incorporation:

ARTICLE I
CORPORATE NAME

The name of this corporation is A. P. & P. TRAVEL INC.
8342 NW 56TH ST.
MIAMI, FL 33166

ARTICLE II
SHARES

The total number of shares which the corporation shall have authority to issue is 100 shares of no par value stock.

ARTICLE III
REGISTERED OFFICE AND AGENT

The street address of the corporation's initial registered office and the name of its initial registered agent at such address is:

Jose N Correa
J.C. Accounting & Tax Service
6801 NW 77 Ave. Ste 310-A
DADE County
Miami, FL 33166

ARTICLE IV PURPOSE

The purpose of the corporation is to engage in any lawful activity permitted by the laws of this state.

ARTICLE V DIRECTORS

The names and residence addresses of the persons constituting the initial board of directors are:

ALEXANDRA PADILLA, PRESIDENT
20888 NW 1ST TREET
PEMBROKE PINES, FL 33029

SERGIO GARCIA, V. PRESIDENT
20888 NW 1ST STREET
PEMBROKE, PINES, FL 33029

After the initial board of directors, the board shall consist of such number of directors as shall be determined by the shareholders from time to time at each annual meeting at which directors are to be elected.

ARTICLE VI LIABILITY OF DIRECTORS

To the fullest extent permitted by law, no director of this corporation shall be personally liable to the corporation or its shareholders for monetary damages for breach of any duty owed to the corporation or its shareholders, except that a director may be held personally liable for (i) breaches of the duty of loyalty, (ii) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) declaration of unlawful dividends or unlawful stock repurchases or redemptions, or (iv) a transaction from which the director derives an improper personal benefit.

Any director or officer who is involved in litigation or other proceeding by reason of his or her position as a director or officer of this corporation shall be indemnified and held harmless by the corporation to the fullest extent permitted by law.

**ARTICLE VII
OTHER PROVISIONS**

Execution of Written Instruments. All instruments that are executed on behalf of the corporation which are acknowledged and which affect an interest in real estate shall be executed by the President or any Vice-President and the Secretary or Treasurer. All other instruments executed by the corporation, including a release of mortgage or lien, may be executed by the President or Vice-President. Notwithstanding the preceding provisions of this section, any written instrument may be executed by any officer(s) or agent(s) that are specifically designated by resolution of the board of directors.

Certification

I certify that I have read the above Articles of Incorporation and that they are true and correct to the best of my knowledge.

Alexandra Padilla
ALEXANDRA PADILLA, PRESIDENT, Incorporator
20888 NW 1ST TREET
PEMBROKE PINES, FL 33029

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

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

1. The name of the corporation is: A. P. & P. TRAVEL INC.
8342 N.W. 56TH ST
Miami, FL 33166

2. The name and address of the registered agent and office is:

JOSE N. CORREA
J.C. Accounting & Tax Services
6801 NW 77TH AVE. STE. 310-A
MIAMI, FL 33166

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree 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.


(SIGNATURE)

10-04-98
(DATE)