

P98000098921

Florida Department of State
Division of Corporations
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Fax Number : (850) 922-4000

From:
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Account Number : 072450003255
Phone : (305) 541-3694
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TALLAHASSEE, FLORIDA

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DIVISION OF CORPORATIONS

BASIC AMENDMENT

MAP TRAVEL, INC.

Certificate of Status	0
Certified Copy	0
Page Count	07
Estimated Charge	\$35.00

Amended & Restated

Articles

1/29/99 1:28 PM

TC

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DIVISION OF CORPORATIONS

BASIC AMENDMENT

MAP TRAVEL, INC.

Certificate of Status	0
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Page Count	07
Estimated Charge	\$35.00



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

February 1, 1999

MAP TRAVEL, INC.
10 ROYAL PALM PT.
VERO BCH, FL 32960

SUBJECT: MAP TRAVEL, INC.
REF: P98000098921

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

If the Restated Articles were adopted by the directors and do not contain any amendments requiring shareholder approval, a statement to that effect must be contained in the document.

The document must be signed by the chairman, any vice chairman of the board of directors, its president, or another of its officers.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6906.

Darlene Connell
Corporate Specialist

FAX Aud. #: H99000002402
Letter Number: 999A00004207

Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314

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AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
MAP TRAVEL, INC.

FILED
99 FEB - 1 PM 4:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, hereby associate together for the purpose becoming a Corporation under the laws of the State of Florida, by and under the provision of the Statutes of the State of Florida, providing for the formation, liabilities, rights, privileges, and immunities of corporations.

ARTICLE I

The name of the Corporation shall be: MAP TRAVEL, INC. and the original Articles of Incorporation were filed November 24, 1998 (Document Number P98000098921) under the name MAP TRAVEL, INC. with the office of the Secretary of State of Florida. Its principal place of business shall be located at: 515 Seabreeze Blvd., #214, Ft. Lauderdale, FL 33316, or at such other points or places in the State of Florida, the United States or foreign countries as may, from time to time, be authorized by the Board of Directors.

ARTICLE II

The herein Amended and Restated Articles of Incorporation have unanimously been approved and adopted by the Directors and Shareholders of this Corporation. Furthermore, the Amendments herein have been adopted pursuant to Florida Statutes Sections 607.1002, 607.1003 and 607.1007, on January 28, 1999.

ARTICLE III

The general nature of the business or businesses to be

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This Document Prepared by:
Kenneth C. Bronchick, Esq.
100 W. Cypress Creek Rd, Suite 910
Ft. Lauderdale, FL 33309
Telephone No.: 954-938-9300
Florida Bar No.: 434434

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transacted by the Corporation is as follows: to do any and all activities or business permitted under the laws of the United States and of this State, as fully and to the same extent as natural persons might or could do or to do anything that may lawfully be done by a corporation.

ARTICLE IV

The maximum number of shares of stock this Corporation is authorized to have outstanding at any time shall be 1000 shares of Common Stock.

The capital stock may be paid for in money, property, labor or services, at a just valuation to be fixed by the Incorporator(s) or by the Director(s) at a meeting called for such purpose.

ARTICLE V

This Corporation shall have perpetual existence, which commenced upon the filing of the original Articles of Incorporation.

ARTICLE VI

The business of this Corporation shall be conducted by a Board of Directors of not less than one (1) Director, the exact number of Directors may be set by the By-Laws (when enacted) of this Corporation. Directors need not be stockholders.

ARTICLE VII

The names and post office addresses of the Board of Directors of this Corporation, who shall hold office until their successors are elected and have qualified, are:

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Christian Charron
Habitation Montgerald
Marin, Martinique 97290

Anthony Endonino
2420 N.W. 33 Street, #1012
Ft. Lauderdale, FL 33309

Jonny Hansen
2420 N.W. 33 Street, #1009
Ft. Lauderdale, FL 33309

ARTICLE VIII

These Amended and Restated Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders' meeting by at least a majority of the stock entitled to vote, unless all of the Directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE IX

The corporate officers shall be as follows:

PRESIDENT: Anthony Endonino
VICE-PRESIDENT: Christian Charron
SECRETARY: Jonny Hansen
TREASURER: Anthony Endonino

ARTICLE X

The names and post office addresses of each subscriber of these Amended and Restated Articles of Incorporation, and a statement of the number of shares of stock which each agrees to take is as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>SHARES</u>
Christian Charron	Habitation Montgerald Marin, Martinique 97290	320

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Anthony Endonino	2420 N.W. 33 Street, #1012 Ft. Lauderdale, FL 33309	90
Jonny Hansen	2420 N.W. 33 Street, #1009 Ft. Lauderdale, FL 33309	90

The above shares of stock are to be issued as fully paid for and exempt from assessment. There shall also be Five Hundred (500) shares authorized but initially unissued.

ARTICLE XI

The name and address of the registered agent shall be:

Kenneth C. Bronchick, Esq.
100 W. Cypress Creek Road
Suite 910
Fort Lauderdale, FL 33309

The Board of Directors from time to time may move the Registered Office to any other address in the State of Florida.

ARTICLE XII

Each director and officer of the Corporation now or hereafter serving as such, shall be indemnified by the Corporation against any and all claims and liabilities to which he has or shall become subject by reason of serving or having served as such director or officer, or by reason of any action alleged to have been taken, omitted, or neglected by him as such director or officer; and the Corporation shall reimburse each such person for all legal expenses reasonably incurred by him in connection with any such claim or liability, provided, however, that no such person shall be indemnified against, or be reimbursed for any expense incurred in connection with, any claim or liability arising out of his own wilful misconduct or gross negligence.

The amount paid to any officer or director by way of

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indemnification shall not exceed his actual, reasonable, and necessary expenses incurred in connection with the matter involved.

The right of indemnification hereinabove provided for shall not be exclusive of any rights to which any director or officer of the Corporation may otherwise be entitled by law.

ARTICLE XIII

The Bylaws of the Corporation shall be made, altered or rescinded by a majority vote of the Board of Directors; provided that notice thereof, which shall include the text of the Bylaws change, has been furnished in writing to each Director of the Corporation at least ten days prior to the meeting at which such alteration to the Bylaws is to be voted upon.

ARTICLE XIV

The Corporation, at its option, shall have the right to purchase back at fair market value all shares of any stockholder and remove any officer and/or director upon clear and convincing evidence or a Court ruling that such stockholder, director and/or officer did commit wilful misconduct or gross negligence to the detriment of the Corporation. The option is to be exercised only by a majority of the stockholders who are not the subject of the vote.

ARTICLE XV

The provisions of this Charter, and each and every Article and section hereof, and the By-laws (if enacted) of this Corporation shall be considered a part of every contract and transaction to which this Corporation shall be a party. Every person, association

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and/or corporation dealing with this Corporation is hereby charged with notice and knowledge of this Corporation.

IN WITNESS WHEREOF, we have hereunto set our hands and seals this 29th day of January, 1999.

Anthony Endonino
ANTHONY ENDONINO, President

Christian Charron
CHRISTIAN CHARRON, Vice-President

Jonny Hansen
JONNY HANSEN, Secretary

STATE OF FLORIDA)

COUNTY OF BROWARD)

The foregoing instrument was acknowledged before me this 29th day of January, 1999 by ANTHONY ENDONINO, CHRISTIAN CHARRON and JONNY HANSEN, who are personally known to me or who have produced identification as listed below and who did not take an oath.



Kenneth C. Bronchick
NOTARY PUBLIC (SEAL)
Printed Name of Notary

Name

Type of Identification

Anthony Endonino
Christian Charron
Jonny Hansen

Florida Drivers License
France Passport
Florida Drivers License

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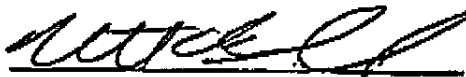
CERTIFICATE DESIGNATING REGISTERED AGENT UPON
WHOM PROCESS MAY BE SERVED WITHIN THIS STATE

In pursuance of Chapter 48.091 of the Florida Statutes,
the following is submitted, in compliance with said Act:

That MAP TRAVEL, INC., a Florida corporation qualified
to do business under the laws of this State, with its principal
office at Broward County, Florida, has appointed KENNETH C.
BRONCHICK, ESQ. as its agent to accept service of process within
this State at: 100 W. Cypress Creek Road, Suite 910, Ft.
Lauderdale, Florida 33309.

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 provision of said Act relative to keeping open said
office.

BY:


Kenneth C. Bronchick
Registered Agent

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