

P99000009253

TRANSMITTAL LETTER

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

000002754930--2  
-01/26/99--01050--007  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

SUBJECT: USA TOURS International Corp.  
(Proposed corporate name - must include suffix)

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

☐ \$70.00  
Filing Fee

☒ \$78.75  
Filing Fee  
& Certificate

☐ \$12.50  
Filing Fee  
& Certified Copy

☐ \$131.25  
Filing Fee,  
Certified Copy  
& Certificate

ADDITIONAL COPY REQUIRED

FROM: John SABIO  
Name (Printed or typed)

P.O. Box 14-4575  
Address

CORAL Gables, FL 33114  
City, State & Zip

305-461-3000  
Daytime Telephone number

GAVE  
AUTHORIZATION BY PHONE TO  
CORRECT RAOCC  
DATE 1-29-99  
OCC. EXAM OK

NOTE: Please provide the original and one copy of the articles.

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

69 JAN 26 PM 1:45

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OK  
1-29-99  
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99 JAN 26 PM 1:45  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

of

USA TOURS INTERNATIONAL CORP.

ARTICLE I

The name of this corporation is USA TOURS INTERNATIONAL CORP.

ARTICLE II

This corporation shall have perpetual existence.

ARTICLE III

The general nature of the business to be transacted by this corporation is the international marketing of vacations, tours, and to promote an exclusive vacation club membership worldwide. This corporation shall have the powers as enumerated in Section S607.011 of the Florida Statutes, as they presently exist, together with any and all amendments to said Section.

ARTICLE IV

The principal place of business for this corporation is:  
250 Catalonia Avenue, Suite 404, Coral Gables, Florida  
33134. U.S.A.

ARTICLE V

The Mailing address of this corporation is: Post Office  
Box 14-1475, Coral Gables, Florida 33114. U.S.A.

ARTICLE VI

This corporation is authorized to issue 7,500 shares of  
\$ 1.00 par value common stock which shall be designated  
as "Common Shares".

#### ARTICLE VII

Every shareholder, upon the sale for cash or any new stock of this corporation, shall have the same kind, class or series as that which he already holds, shall have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

#### ARTICLE VIII

The street address of the initial registered office of this corporation and the name of the initial registered agent of this corporation at that address is:

John Sabio  
250 Catalonia Avenue, Suite 404  
Coral Gables, Florida 33134. U.S.A.

#### ARTICLE IX

The name and post office address of the director of this corporation is:

John Sabio  
Post Office Box 14-4575  
Coral Gables, Florida 33114. U.S.A.

#### ARTICLE X

The corporation shall have one (1) director initially. The number of directors may be increased from time to time in accordance with the By-Laws of the corporation adopted by the stockholders, but there shall always be at least one (1) director. To the extent permitted by law, the corporation shall indemnify and hold harmless each person who shall serve as a director or officer of the corporation, and each person who serves at the request of the corporation as a director or officer of any other corporation, from and against any and all claims and liabilities to which such person shall become subject by reason of his being a director or officer.

The corporation shall reimburse such persons for all costs, legal and other expenses reasonably incurred by him in connection with any claims or liability as to which it shall be adjudged that such officer or director is liable to the extent permitted by law.

#### ARTICLE XI

The name and address of the person signing these Articles is as follows:

John Sabio  
250 Catalonia Avenue, Suite 404  
Coral Gables, Florida 33134. U.S.A.

#### ARTICLE XII

Shares held by the initial shareholders may not be resold or otherwise transferred to other persons unless such shares are first offered to the remaining shareholders or to the corporation. The price and terms at which, and the time within which, such shares may be offered and sold shall be further specified by written agreement among all of the shareholders of this corporation.

#### ARTICLE XIII

These Articles of Incorporation may be amended by manner provided by law. Every amendment shall be approved by the directors, properly proposed by them to the stockholders of the corporation, and approved by said stockholders at a meeting of the majority of said stockholders then entitled to vote thereon, unless all of the Board of Directors and all of the stockholders of the corporation sign a written statement manifesting their intention that a certain amendment to the Articles of Incorporation be made.

IN WITNESS WHEREOF, the party hereto has hereunto set his hand and seal at Coral Gables, Miami-Dade County, Florida, U.S.A. This 20th day of January, 1999.

**FILED**  
99 JAN 26 PM 1:45  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**USA TOURS INTERNATIONAL CORP.**  
a Florida corporation

I hereby am familiar with and accept the duties and responsibilities of  
Registered Agent.

John Sabio  
By: **John Sabio**  
Incorporator / Registered Agent

STATE OF FLORIDA  
COUNTY OF MIAMI-DADE

BEFORE ME personally appeared JOHN SABIO with knowledge that  
he is the incorporator in the foregoing Articles of  
Incorporation and that he acknowledged before me that he executed  
the foregoing Articles of Incorporation.

SWORN TO AND SUBSCRIBED before me this 20th day of January,  
1999.

Sara L. Rodriguez  
NOTARY PUBLIC, STATE OF FLORIDA

Print Name: Sara L. Rodriguez

My Commission Expires: 4/21/02

