

P990000016715
COMPU-ACCOUNTING & TAX SVC.

221 EAST 9TH ST. HIALEAH, FL 33010

TEL (305) 884-0009

FAX (305) 883-8945

February 10, 1999

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
P.O. BOX 6327
TALLAHASSEE, FL 32314

FILED
99 FEB 19 AM 10:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

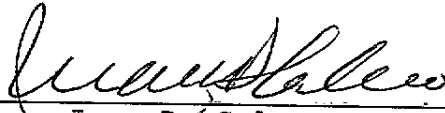
EFFECTIVE DATE
2-12-99

Enclosed please find the Articles of Incorporation for
CUSCOSTAMAR TRAVEL CORPORATION a for profit corporation. I am
also including a check to cover the filing expenses.

We will appreciate very much a prompt processing of this
corporation. If you have any questions please do not hesitate to
get in touch with me.

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-02/19/99--01031--020
*****78.75 *****78.75

Yours truly,


Juan D. Calvo, P.A.

P. Hall

FEB 22 1999

(5)

ARTICLES OF INCORPORATION
OF
CUSCOSTAMAR TRAVEL CORPORATION

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TALLAHASSEE, FLORIDA

ARTICLE ONE

NAME

The name of this Corporation shall be:

CUSCOSTAMAR TRAVEL CORPORATION.

The principal place of business of this corporation shall be:

1800 WEST 68TH. ST. #119
HIALEAH, FL 33014

EFFECTIVE DATE
2-12-99

ARTICLE TWO

NATURE OF BUSINESS

This Corporation may engage in any business activity or business permitted under the laws of the United States of America and the State of Florida.

ARTICLE THREE

TERM OF EXISTENCE

This Corporation shall have perpetual existence, unless sooner dissolved in accordance with the laws of the State of Florida. The date on which corporate existence shall begin is: February 12, 1999.

ARTICLE FOUR

MINIMUM CAPITAL

The amount of capital with which the Corporation shall begin business shall not be less than Five Hundred Dollars (500.00), or such greater amount as may be required by law.

ARTICLE FIVE

OFFICERS DIRECTORS

This Corporation shall at all times have at least one Director. The stockholders of this Corporation may, from time to time, and at any time, increase or diminish the size of the Board of Directors of this Corporation, provided that the Corporation shall at all times have a minimum of one Director.

ARTICLE SIX

AMENDMENT

These Articles of Incorporation may be amended in any manner consistent with the laws of the State of Florida.

ARTICLE SEVEN

CAPITAL STOCK

This Corporation is authorized to issue shares of stock as follows:

A.- Designation: The stock of this Corporation shall be known as Common Stock.

B.- Authorized: The maximum number of shares of Common Stock that this Corporation may issue is 200.

C.- Par Value: Each share of Common Stock shall have the Par Value of \$10.00 each.

D.- Consideration: Shares of Common Stock may be issued in exchange for cash, real property, labor or services rendered, or any combination of the foregoing. In absence of fraud in the transaction, the judgement of the Board of Directors as to the value of any such consideration shall be conclusive.

E.- Non-assessability: Each share of Common Stock shall be issued in exchange for consideration which is at least equal to the par value thereof, and shall be fully paid and non-assessable.

F.- Voting Rights: Each share of Common Stock shall entitle the record holder thereof to one vote upon proposal presented at meetings of stockholders of the Corporation.

G.- Cumulative Voting: No holder of Common Stock shall be entitled to any right of cumulative voting.

cont'd ARTICLE SEVEN, CAPITAL STOCK

H.- Dividends: Record holders of Common Stock are entitled to receive their pro-rata share of any dividends that may be declared by the Board of Directors out of assets legally available for such purpose.

I.- Liquidation Rights: Holders of Common Stock are entitled, in the event of the liquidation or dissolution of this Corporation, to received their pro-rata share of any assets of this Corporation remaining after payment of all Corporate debts and obligations.

ARTICLE EIGHT

SOLE SUBSCRIBER AND INITIAL DIRECTOR

The undersigned individual, competent to contract, executed this Articles of Incorporation as sole subscriber and initial Director. The undersigned individual shall hold office as a Director and President until his successor has qualified, following his election or appointment.

Director/President: ROSINA MARTINEZ
1800 WEST 68 ST #119
HIALEAH, FL 33014

IN WITNESS WHEREOF, the undersigned Subscriber does make, subscribe, acknowledge and file this Articles for the purpose of forming a corporation for profit under the laws of the State of Florida.

DATED: February 10th., 1999.


Rosina Martinez

STATE OF FLORIDA)
) SS
COUNTY OF MIAMI-DADE)

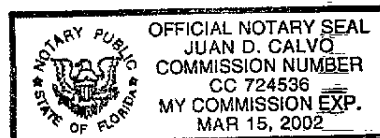
BEFORE ME, the undersigned authority personally appeared ROSINA MARTINEZ to me well known and known to me to be the individual described in and who executed the foregoing Articles of Incorporation, and who acknowledge before me that the same was executed for the purpose therein expressed.

IN WITNESS WHEREOF, I have hereunto affixed my hand and Official Seal at Miami-Dade County, Florida.

DATED: February 10th., 1999.


NOTARY PUBLIC, STATE OF FLORIDA

My Commission Expires: 3/15/2002




CERTIFICATE DESIGNATING
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.325, 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: CUSCOSTAMAR TRAVEL CORPORATION
- 2,- The name and address of the registered agent and office is:

ROSINA MARTINEZ
1800 WEST 68TH. ST. #119
HIALEAH, FL 33014

FILED
99 FEB 19 AM 10:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



TITLE: President

DATE: February 10th., 1999.

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325 FLORIDA STATUTES.


Registered Agent

DATE: February 10th., 1999.