

P990000 24160

CARMEN I. VIGIL
5951 Wellesley Park Drive #208
Boca Raton, FL 33532

Telephone (561) 750-4387

March 5, 1999

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

RE: Angel Tours & Travel

Gentlemen:

Enclosed is an original and one copy of (i) the Articles of Incorporation and (ii) a signed Certificate of Designation of Registered Agent/Office of the named corporation and a check for \$78.75 to cover your fees for filing the Articles of Incorporation and the Certificate of Designation of Registered Agent/Office. Please send me a certified copy of the Articles and return them to the undersigned at:

CARMEN I. VIGIL
5951 Wellesley Park Drive #208
Boca Raton, FL 33432
(561) 750-4387 *CV*

Very truly yours,

Carmen I. Vigil
Carmen I. Vigil

CIV/adc
Enclosures

100002802471--8
-03/11/99--01071--002
*****78.75 *****78.75

Dmc
3/16/99

FILED
99 MAR 11 PM 2:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
ANGEL TOURS & TRAVEL, INC.

FILED
99 MAR 11 PM 2:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, a natural person over the age of eighteen (18), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation for such corporation:

ARTICLE I - NAME

The name of the corporation shall be ANGEL TOURS & TRAVEL, INC.

ARTICLE II - PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be: 5951 Wellesley Park Drive #208, Boca Raton, FL 33432.

ARTICLE III - PURPOSE

The purpose for which the corporation is organized is the transaction of any or all lawful business for which corporations may be incorporated under the Florida Business Corporation Act.

ARTICLE IV - SHARES

The aggregate number of shares of common stock which the corporation shall have authority to issue at any one time is One Hundred Thousand (100,000) of which all shall be common stock with no par value.

**ARTICLE V - INITIAL REGISTERED AGENT
AND STREET ADDRESS**

The name and address of the initial registered agent is:

CARMEN I. VIGIL
5951 Wellesley Park Drive #208
Boca Raton, FL 33432 ✓

ARTICLE VI - PREEMPTIVE RIGHTS

No shareholder shall have preemptive rights to acquire any additional unissued or treasury shares of the corporation of any class now or hereafter authorized or held.

ARTICLE VII - VOTING

Shareholders of this corporation shall not have the right to accumulate their votes at any election of Directors.

ARTICLE VIII - PERSONAL LIABILITY

All persons purporting to act for this corporation, having actual knowledge there was no corporation, are jointly and severally liable for all liabilities created while so acting except for liability to others who also had such knowledge.

No contract or other transaction between the corporation and any other corporation shall be affected by the fact that one (1) or more of the directors or officers of this corporation is interested in or is a director or officer of such other corporation, and any director or officer of this corporation individually may be a party to or may be interested in any contract or transaction of this corporation. No contract or transaction of this corporation with any person or persons, firm or association shall be affected by the fact that any director or officer of this corporation is a party to or interested in such contract or transaction, or in any way connected with such person or persons, firm or association, provided that the interest in any such contract or other transaction of any such director or officer shall be fully disclosed. In the absence of fraud, no director or officer having such adverse interest shall be liable to this corporation or to any shareholder or creditor hereof, or to any other person, for any loss incurred by it under or by reason of such contract or transaction, nor shall any director or officer be accountable to the corporation for any gains or profits realized thereon.

ARTICLE IX

The number of directors of the corporation shall be fixed by, or in the manner provided in, the Bylaws. Directors need not be residents of the State of Florida or shareholders of the corporation. The number of directors constituting the initial Board of Directors is one and the name and address of the person who is to serve as director until the first annual meeting of the Shareholders and until his successor(s) has been elected and qualified, unless replaced in accordance with the provisions of the Bylaws, is:

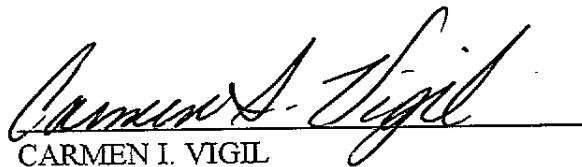
CARMEN I. VIGIL
5951 Wellesley Park Drive #208
Boca Raton, FL 33432

ARTICLE X

The name and address of the incorporator is:

CARMEN I. VIGIL
5951 Wellesley Park Drive #208
Boca Raton, FL 33432

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation
on March 8, 1999.


CARMEN I. VIGIL

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

FILED

99 MAR 11 PM 2:41

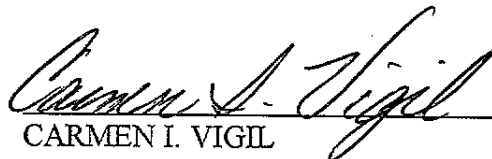
**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 OR 617.0501, 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 ANGEL TOURS & TRAVEL, INC.
2. The name and address of the registered agent and office is: CARMEN I. VIGIL.

CARMEN I. VIGIL
5951 Wellesley Park Drive #208
Boca Raton, FL 33432 *CV*

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.


CARMEN I. VIGIL