

P99000033657
BND Title Services, Inc.

10240 Miller Drive
Suite 108
Miami, Florida 33165

Phone (305) 271-0417
Fax (305) 273-4297
<http://www/bndtitle.com>

April 7, 1999

VIA FEDERAL EXPRESS

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

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-04/08/99--01048--020
****122.50 *****78.75

RE: Tour & Travel Marketing Associates Corp.
Articles of Incorporation

Dear Sir/Madam:

Enclosed please find two (2) original Articles of Incorporation on the above referenced company and our check in the amount of \$122.50 representing the cost to file said Articles. Kindly return one (1) original Articles of Incorporation to us in the enclosed FEDEX envelope. An airwaybill is also enclosed for your convenience.

Should you have any questions regarding this matter, please do not hesitate to contact us.

Very truly yours,


Barbara N. Rojas

/BNR

Encl.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B. BROCK APR 13 1999

ARTICLES OF INCORPORATION
OF
TOUR & TRAVEL MARKETING ASSOCIATES CORP.

The undersigned, for the purpose of forming a corporation under the FLORIDA GENERAL CORPORATION ACT, hereby adopts the following Articles of Incorporation:

ARTICLE ONE
NAME

The name of this corporation is: **TOUR & TRAVEL MARKETING ASSOCIATES CORP.**

ARTICLE TWO
PRINCIPLE ADDRESS

The principle address of the Corporation is **8160 West 26th Avenue, City of Hialeah, County of Miami-Dade, State of Florida 33016.**

ARTICLE THREE
DURATION

The term of existence of the corporation is perpetual.

ARTICLE FOUR
PURPOSE

The CORPORATION may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

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ARTICLE FIVE
CAPITAL STOCK

The maximum number of shares which the corporation has authority to issue is **ONE THOUSAND** (1000), all of which shall be common shares with a par value of one dollar and no cents (\$1.00) each.

The consideration for all of the said stock shall be payable in cash, property, real or personal, equipment and materials, labor or services in lieu of cash, at a just valuation to be fixed by the Board of Directors of the corporation. The Board of Directors shall fix the rights and privileges of the stock pursuant to a shareholders agreement and/or the By-Laws.

ARTICLE SIX
REGISTERED OFFICE

The street address of the initial registered office of the corporation shall be: **8160 West 26th Avenue, Hialeah, Florida 33016** and the name of the initial Registered Agent at such address is **LEO BAILEY, JR.**

I DO HEREBY ACCEPT THE POSITION OF REGISTERED AGENT:



LEO BAILEY, JR.

ARTICLE SEVEN
PREEMPTIVE RIGHTS

The shareholders shall have pre-emptive rights.

ARTICLE EIGHT
DIRECTORS

The corporation shall have one (1) Director initially. The number of directors may be increased or diminished from time to time as provided for by the By-Laws.

The names and addresses of the initial directors of the first Board of Directors shall be as follows:

Name:

Address:

LEO BAILEY, JR.

8160 West 26th Avenue
Hialeah, Florida 33016

ARTICLE NINE
INCORPORATOR

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

Name:

Address:

LEO BAILEY, JR.

8160 West 26th Avenue
Hialeah, Florida 33016

ARTICLE TEN
BY-LAWS

The power to adopt, alter, amend and repeal By-Laws shall be vested in the Board of Directors and the shareholders.

ARTICLE ELEVEN
CUMULATIVE VOTING

At each election for directors, each shareholder entitled to vote at such election shall have their right to cumulate his votes by giving one candidate as many votes as the number of directors to be elected at the time multiplied by the number of his shares, or by distributing such votes on the same principle among any number of such candidates.

ARTICLE TWELVE
SHAREHOLDERS QUORUM AND VOTING

Fifty (50%) percent of the share plus one entitled to vote represented in person or by proxy shall constitute a quorum at the meeting of the shareholders. If the quorum is present the affirmative vote of fifty percent of the shares plus one represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholder.

ARTICLE THIRTEEN
INDEMNITY

This corporation shall indemnify and may insure its officers and directors to the fullest extent permitted by the law either now or hereafter.

ARTICLE FOURTEEN

No contract or other transaction between this corporation and any other corporation, and no act of this corporation, shall in any way be affected or invalidated by the fact that any of the directors of this corporation are pecuniarily or otherwise interested in or are directors or officers of, such other corporation. Any director individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise involved in, any contract or transaction of this corporation, provided that the part that he/she or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any director of this corporation who is also a director or any officer of such corporation or who is interested, may be counted in determining the existence of a quorum at any meeting of the board of Directors of this corporation which shall authorize any such contract or transaction with the force and effect as if he were not such a director or officer or such other corporation, or not so interested.

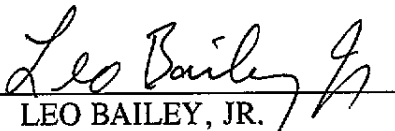
ARTICLE FIFTEEN
RIGHTS UPON LIQUIDATION OR DISSOLUTION

In the event of any voluntary or involuntary liquidation, dissolution or winding up of this corporation, the holders of record of the common shares all receive a ratable distribution of the assets of the corporation.

ARTICLE SIXTEEN
AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or may amend hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber have executed these Articles of Incorporation this 7th day of April, 1999.


LEO BAILEY, JR.
Incorporator

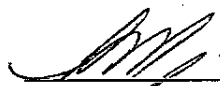
STATE OF FLORIDA)

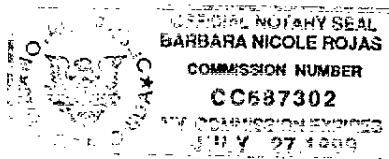
SS

COUNTY OF MIAMI-DADE)

On this 7th day of April, 1999, before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared Leo Bailey, Jr., known to me to be the persons whose name is subscribed to the within instrument, and who produced a Florida Driver's License as identification, and acknowledged that she executed the same for the purposes therein expressed.

IN WITNESS WHEREOF, I hereunto set my hand and official seal at Miami, Dade County, Florida.


Barbara N. Rojas
NOTARY PUBLIC, State of Florida
at Large



My Commission Expires:

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

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 designation of the registered office/registered agent, in the State of Florida.

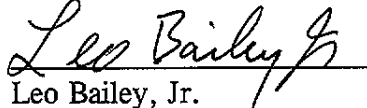
The name of the corporation is:

TOUR & TRAVEL MARKETING ASSOCIATES CORP.

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

**Leo Bailey, Jr.
8160 West 26th Avenue
Hialeah, Florida 33016**

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.



Leo Bailey, Jr.

April 7, 1999

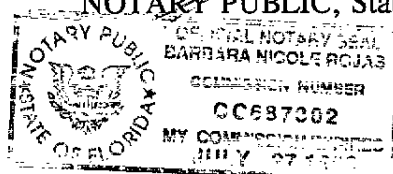
Date

STATE OF FLORIDA)
)
COUNTY OF MIAMI-DADE)

BEFORE ME, an officer duly authorized in the State and County aforesaid, to take acknowledgments, personally appeared Leo Bailey, Jr., to me personally known, or having produced a Florida Driver's License as identification, to be the person described in and who executed the same for the purposes therein expressed.

WITNESS my hand and official seal in the County and State last aforesaid, on this 7th day of April, 1999.

My Commission Expires:



FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA