

P 99000037740

Florida Department of State
Division of Corporations
Public Access System
Katherine Harris, Secretary of State

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H99000009815 4)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To: Division of Corporations
Fax Number : (850) 922-4001

From: Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305) 541-3694
Fax Number : (305) 541-3770

FILED
99 APR 26 AM 7:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FLORIDA PROFIT CORPORATION OR P.A.

CARNAVAL VACATIONS, INC.

Certificate of Status	0
Certified Copy	1
Page Count	05
Estimated Charge	\$78.75

H99000009815

ARTICLES OF INCORPORATION

Carnaval Vacations, Inc.

The undersigned subscribes to these Articles of Incorporation, natural person, competent to contract, does hereby form a corporation for profit under the laws of the State of Florida. Corporate existence shall begin upon acceptance of these Articles. This corporation is to be a Small Business Corporation as defined in Section 1244 Subdivision (c) (2) of the Internal Revenue Code.

ARTICLE I. Name. The name of the corporation is
Carnaval Vacations, Inc.

ARTICLE II. Term of Existence. This corporation shall have perpetual existence.

ARTICLE III. Nature of Business. This corporation may engage in any activity or business permitted under the laws of the United States and of this State.

ARTICLE IV. Capital Stock. This corporation is authorized to issue 100,000 shares with \$1.00 par value.

ARTICLE V. Voting Rights. Except as otherwise provided by law, the entire voting power for the election of Directors and for all other purposes shall be vested exclusively in the holders of the outstanding common shares.

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

Prepared By: David S Hernandez
210 University Drive #502
Coral Springs, FL 33071
954-346-7288

H99000009815

FILED
99 APR 26 AM 7:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

H99000009815

ARTICLE VII. Initial Registered Office and Agent. The street address of the initial registered office of this corporation is: 210 University Drive, #404 Coral Springs, FL 33071 and the name of the initial register agent of this corporation at that address is Ray Lequerique.

ARTICLE VIII. Initial Board of Directors. The corporation shall have 2 Director(s) initially. The number of Directors may be either increased or diminished from time to time by the by-laws but never be less than one. The name and address of the initial Director(s) of this corporation

Are: Ray Lequerique/Reubin Borja
210 University Drive #404
Coral Springs, FL 33071

ARTICLE IX. Officers. The initial officers of the corporation will be: Ray Lequerique, President/Treasurer and Reubin Borja, Secretary.

ARTICLE X. Incorporator. The person signing these Articles of Incorporation has the following name and address:

Ray Lequerique
210 University Drive #404
Coral Springs, FL 33071

ARTICLE XI. By-Laws. The power to adopt, alter, amend or re-peal by-laws shall be vested in the Board of Directors and the shareholders.

ARTICLE XII. Amendment. The corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE XIII. The Street address of the Principal place of business is: 210 University Dr., #404 Coral Springs, FL 33071.

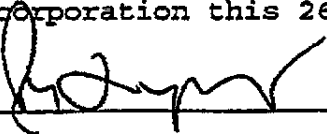
H99000009815

H99000009815

ARTICLE XIV. The registered agent and the corporate officers are the same, at the place of business.

ARTICLE XV. The corporation shall be effective upon acceptance by the State of Florida of these articles.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 26th day of April 1999

 (SEAL)

STATE OF FLORIDA }
COUNTY OF BROWARD }

BEFORE ME, the undersigned authority, personally appeared, Ray Lequerique, be known to be and known by me to be the person who executed the foregoing Articles of Incorporation and he/she acknowledged before me that he executed the same for the use and purposes therein expressed.

WITNESS my hand and official seal this 26th day of April 1999

NOTARY PUBLIC

My Commission Expires: _____

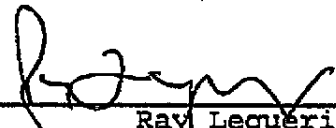
H99000009815

H99000009815

CONSENT TO APPOINTMENT AS REGISTERED AGENT

TO: Secretary of State
of Florida
Division of Corporations Department of State
Tallahassee, FL 32304

I, Ray Lequerique do hereby consent to serve as
registered agent for the Corporation, Carnaval Vacations,
Inc. 26th day of April, 1999.


Ray Lequerique

Address of registered agent:

210 University Drive #404
Coral Springs, FL 33071

99 APR 26 AM 7:31
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

H99000009815