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

From: Account Name : FAS-T CORP. AGENTS, INC.
Account Number : 071001002335
Phone : (305) 599-0839
Fax Number : (305) 716-0346

FLORIDA PROFIT CORPORATION OR P.A.

METROPOLIS TOURS INC.

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ARTICLES OF INCORPORATION
OF
METROPOLIS TOURS INC.

99 APR 26 AM 9:02

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopt(s) the following Articles of incorporation.

ARTICLE I NAME

The name of the corporation shall be:
METROPOLIS TOURS INC.

The principal place of business of this corporation shall be: 540 Brickell Key Dr. #409 Miami, Florida 33131

ARTICLE II NATURE OF BUSINESS

This corporation may engage in or transact any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation.

ARTICLE III CAPITAL STOCK

The aggregate number of shares of stock and its value that this corporation is authorized to have outstanding at any one time is: 1,000 Shares \$1.00 Par Value

ARTICLE IV TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE V OFFICERS DIRECTORS

The name(s) and street address(es) of the initial officer(s) and director(s), if any, who shall hold office the first year of the corporation's existence or until their successor(s) is(are) elected, is(are):

MARCOS MONROY (25% OF THE SHARES)
540 BRICKELL KEY DRIVE #409
MIAMI, Florida 33131

KAREN BORGES (25% OF THE SHARES)
9832 SW 88 Street #3H
MIAMI, Florida 33176

ANGELA MONTIEL (50% OF THE SHARES)
9832 SW 88 Street #3H
MIAMI, Florida 33176

Prepared By: Michael I. Santucci Esq.
FBN 0105160
5201 NW 74th Ave.
Miami, Florida 33166
1-800-714-6191


ARTICLE VI INCORPORATOR(S)

The name(s) and street address(es) of the incorporator(s) to this articles of incorporation is(are):

MARCOS MONROY 540 Brickell Key Drive #409 Miami, Florida 33131

IN WITNESS WHEREOF, the undersigned incorporator(s) has (have) executed these Articles of Incorporation this, 26 day of April 1999

Signature(s) of Incorporator(s)



CERTIFICATE OF DESIGNATION
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:

METROPOLIS TOURS INC.


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

MARCOS MONROY

(P.O. BOX NOT ACCEPTABLE)

540 Brickell Key Drive #409 Miami, Florida 33131
(CITY/STATE/ZIP)

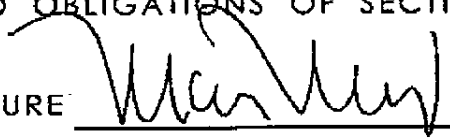
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TALLAHASSEE, FLORIDA

SIGNATURE 

TITLE _____

DATE April 26, 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 I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325, FLORIDA STATUTES.

SIGNATURE 

DATE April 26, 1999