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LAZARUS CORPORATE FILING SERVICE, INC.

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MIAMI, FLORIDA (305)552-5973

(City, State, Zip) (Phone #)

LOCAL REPRESENTATIVE TALLAHASSEE

OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. D & S TRAVEL & TOUR INC.  
(Corporation Name) (Document #)

2. \_\_\_\_\_  
(Corporation Name) (Document #)

3. \_\_\_\_\_  
(Corporation Name) (Document #)

4. \_\_\_\_\_  
(Corporation Name) (Document #)

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\*\*\*\*\*78.75 \*\*\*\*\*78.75

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input checked="" type="checkbox"/>	Foreign
<input checked="" type="checkbox"/>	Limited Partnership
<input checked="" type="checkbox"/>	Reinstatement
<input checked="" type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

Fernando Bonetti  
4221 W 18 St  
Hic  
33012

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Examiner's Initials

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ARTICLES OF INCORPORATION

OF

D & S TRAVEL & TOUR INC.

I, the undersigned incorporators, being of legal age, do hereby file for the creation of a corporation under the laws of the State of Florida, by and under the provisions of the Statutes of the State of Florida, providing for the formation, liabilities, rights, privileges and immunities of corporations for profits.

ARTICLE I

The name of this Corporation shall be D & S Travel & Tour Inc. It is business shall be carried on at Miami, Florida, and in the United States and foreign countries as may from time to me authorized by the Board of Directors. It is principal office should be 1929 W 60th St. Hialeah, Florida 33012.

The registred office of the Corporation is 17911 N.W. 68th Ave Apt. M209 Miami, Florida 33015, and the registered agent at that address is Nilda Wilson.

ARTICLE II

The general nature of business to be transacted by this Corporation is as follow:

Section 1. To act as a MINORITY BUSINESS ENTERPRISE Corporation.

Section 2. To promote, organize, plan and conduct trips, tours, and excursion by railroad, steamship, motor vehicle, or aircraft, for individuals or group of individual to any part of the world. To provide transportation of individual or group in connection with the conduct of a general travel and tourist agency, ant to provide or procure hotel and other accomodations for the confort, convenience, and entertainment of individual or groups.

To furnish guides, couriers, assistants and interpreters; tp procure and sell transportation tickets on railroads, steamships, motor vehicles and aircrafts; to act as representative of steamship, railroad, and other companies devoted to the transportation and carriage of passengers and freight, in the sale of tickets

and vehicle, boats, railroads, and railways and other transportation companies, to conduct information bureaus for travelers, to act as agents for travel insurers of all kinds; and in general to do all other things that are necessary or pertinent to the conduct of a travel and tourist agency. To plan, originate, devise, print, publish, manufacture, sell and deal in booklets, magazines, folders, leaflets, guidebooks, maps, timetables, display cards, signs, and display advertising, for the promotion of travel. To carry on the business of printers, lithographers, stationers, engravers, designers, dealers, in paper and all advertising devices, booksellers, publishers, and buyers and seller of newspapers, magazines and publications of all kinds, and space therein; to carry on a general advertising brokerage business, and an advertising agency in all its branches; to publish, display, and secure the publication and display of advertisements and advertising matter of any and every nature; and to act as principals and agents in the securing of trade and customers for others.

Section 3. To acquire, own, hold, improve, develop, operate, exploit, sell, convey, assign, lease, exchange, transfer, dispose of, pledge, mortgage, create security interest in, deal in and loan or borrow money upon, alone or in conjunction with others, real and personal property, tangible and intangible of every kind, character, and description, or any interest therein, and all kinds and forms of securities, shares of capital stock, scrip, bonds, debenture, coupons, mortgages, notes, bills of exchange, acceptances, assignments, accounts, fees, evidences of indebtedness, obligation, trust certificates, interim receipts, warrants, and certificates issued or created by or being claims against any corporation, association, partnership, syndicate, entity or person or governmental, municipal, or public subdivision, district, or authority.

Section 4. To conduct business in have one or more offices in, and buy, hold, mortgage, sell convey, lease or otherwise dispose of real and personal property, including franchises, patents, copyright, trademarks, and licenses in the State of Florida and in all other states and countries.

Section 5. To contract debts and borrow money, issued and sell or pledge bonds, debentures, notes and other evidences of indebtedness, and execute such mortgage, transfers of corporate property, or other instruments to secure the payment or corporate indebtedness, as required.

Section 6. To purchase the corporate assets of any other corporation and engage in the same or other character of business.

Section 7. This corporation shall have all the general powers together with all the additional and specific powers granted by the laws of the State of Florida, as well as all implied powers in carrying out the foregoing express purposes.

Section 8. The foregoing clause shall be construed both as object and powers, but no recitation, expression or declaration of specific powers or special powers or purposes shall be deemed to be exclusive, but it is hereby expressly declared and that all other lawful powers not inconsistent therewith are hereby included.

ARTICLE III

The maximum number of share of stock that this corporation is authorized to issued and have outstanding at any one time is Seven Thousand Five Hunddred (7.500) shares of Common stock having a par value of One Dolalrs (\$1.00) per share.

ARTICLE IV

This Corporation shall have perpetual existence, unless sooner dissolved by operation of law.

ARTICLE V

The following provision is inserted for the regulation and conduct of the business and affairs of this Corporation and is furtherance, and not in limitation or exclusion, of any powers conferred upon it by statute:

a) The presence in person of the president of this company constitute the only necessary for the transaction of any item(s) of business.

ARTICLE VI

The name and mailing address of the dpresident of the Corporation is:

Nilda Wilson 17911 N.W. 68th Ave. Apt. M209  
Miami, Floirda 33015  
Fernando Bonetti- VP 4221 W. 18th Ct. Hialeah, Fl 33012

ARTICLE VII

The name and address of the Incorporator is:

Nilda Wilson 17911 N.W. 68th Ave.  
Miami, Fl 33015

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 9 of the month of June year 1999.

*Nilda Wilson*

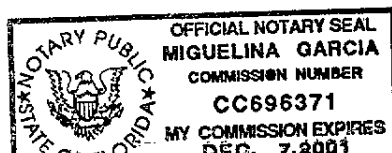
Nilda Wilson Incorporation I,

hrerby accept the appitment as registered agent and agree to act in this capacity.

State of Florida )  
 ) ss:  
County of Dade )

Before me, the undersigned authority, personally appeared Nilda Wilson who is to me well known person described in and subscribe the above articles of incorporation, and did freely and voluntary acknowledge before me accoring to law that made and subscribed the same for the use and purposes therein mentioned and set forth.

WITNESS my hand and official seal this 9 of the month June 1999.



*Miguelina Garcia*  
Notary Public, State of Floirda

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