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LALARUS CORPORATE FILING SERVICE, INC.

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MIAMI, FLORIDA (305)552-5973

(City, State, Zip) (Phone #)

LOCAL REPRESENTATIVE TALLAHASSEE

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OFFICE USE ONLY

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

1. **POPULAR TRAVEL, INC.**

(Corporation Name)

(Document #)

2.

(Corporation Name)

(Document #)

3.

(Corporation Name)

(Document #)

4.

(Corporation Name)

(Document #)



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Certificate of State

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

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

99 JUL 22 PM 3:39

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Examiner's Initials

**ARTICLES OF INCORPORATION
OF
POPULAR TRAVEL, INC.**

FILED
99 JUL 22 PM 3:39
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned incorporators for the purpose of forming a Corporation under the Florida Business Corporation Act hereby adopt the following Articles of Incorporation.

ARTICLE I - NAME

The name of the corporation shall be:

POPULAR TRAVEL, INC.

ARTICLE II - PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

10920 W. Flagler Street Suite 206
Miami, Florida 33174

ARTICLE III - CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time shall be:

2,000 Shares of Stock par value \$1.00 per share.

ARTICLE IV - INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

Soraya Fonseca
10920 W. Flagler Street Suite 206
Miami, Florida 33174


ARTICLE V - INCORPORATORS

The name and street address of the incorporators, their interest and title in these Articles of Incorporation is as follows:

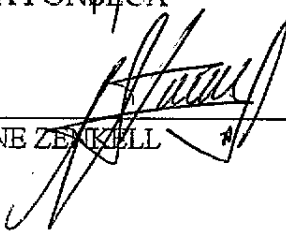
SORAYA FONSECA
1141 W. 42nd Street
Hialeah, Florida 33012
President/Secretary

MARLENE ZENKELL
1141 W. 42nd Street
Hialeah, Florida 33012
Vice-President/Treasurer

The undersigners have executed these Articles of Incorporation this 16TH
day of July, 1999.



SORAYA FONSECA



MARLENE ZENKELL

**CERTIFICATE OF DESIGNATION
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 designating the registered office/registered agent in the State of Florida.

1. The name of the Corporation is:

POPULAR TRAVEL, INC.

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

Soraya Fonseca
10920 W. Flagler Street Suite 206
Miami, Florida 33174

Appointment Approval By: _____

MARLENE ZENKELL

Title: _____

Vice Pres.

Date: _____

July 16TH, 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: _____

Soraya Fonseca

SECRETARY OF STATE
TALLAHASSEE FLORIDA

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