

P. 990000079861



THE UNITED STATES  
CORPORATION  
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 361280 148589A

AUTHORIZATION :

*Patricia Pigott*

COST LIMIT : \$ 78.75

ORDER DATE : September 1, 1999

ORDER TIME : 11:10 AM

ORDER NO. : 361280-005

100002975841--3

CUSTOMER NO: 148589A

CUSTOMER: Ms. Rosie Mestre  
HOLIHAN & DIAZ, P.A.  
HOLIHAN & DIAZ, P.A.  
Suite 350  
1101 North Lake Destiny Road  
Maitland, FL 32751

DOMESTIC FILING

NAME: JET SET TOURS, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Angie Glisar

EXAMINER'S INITIALS:

W99-20382

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
99 SEP -2 AM 9:57

RECEIVED  
99 SEP -1 PM 12:09  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

99 SEP - 2 AM 9: 57

September 2, 1999

CSC NETWORKS

**RESUBMIT**

Please give original  
submission date as file date.

SUBJECT: JET SET TOURS, INC.  
Ref. Number: W99000020382

*Please use CC-99. Thanks.  
Please date 9-2-99.*

We have received your document for JET SET TOURS, INC. and the authorization to debit your account in the amount of \$78.75. However, the document has not been filed and is being returned for the following:

The effective date is not acceptable since it is not within five working days of the date of receipt.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6915.

Pamela Hall  
Document Specialist

Letter Number: 299A00043757

RECEIVED  
99 SEP - 3 PM 4: 35  
TALLAHASSEE, FLORIDA

EFFECTIVE DATE

9/7/99

ARTICLES OF INCORPORATION

OF

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

99 SEP -2 AM 9: 57

JET SET TOURS, INC.

The undersigned, for the purpose of forming a corporation under the Florida Business Corporation Act, does hereby adopt the following Articles of Incorporation:

Article 1. Name and Address. The name and address of the Corporation is: JET SET TOURS, INC., 2301 S. Division Avenue, Orlando, Florida 32805.

Article 2. Duration. The duration of the Corporation is perpetual.

Article 3. Purpose. The general purposes for which the Corporation is organized are the following:

- a. to engage in and transact any lawful business for which corporations may be incorporated under the Florida Business Corporation Act. No other purpose limits this general purpose in any way; and
- b. to do such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them.

Article 4. Capital Stock. The aggregate number of shares which the Corporation is authorized to issue is 300 shares of common stock. Such shares shall be of a single class and shall have a par value of \$1.00 per share.

Article 5. Initial Registered Office and Agent. The street address of the initial registered office of the Corporation is 2301 S. Division Avenue, Orlando, Florida 32805 and the name of its initial Registered Agent at that address is Nuria A. Laso.

Article 6. Initial Board of Directors. The number of Directors constituting the initial Board of Directors is three (3). The number of Directors may be increased or decreased from time to time in accordance with the Bylaws but shall never be less than one (1).

Article 7. Incorporators. The name and address of each Incorporator is as follows:

Nuria A. Laso

2301 S. Division Avenue  
Orlando FL 32805

Article 8. Amendment. The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and any right conferred upon the Shareholders is subject to this reservation, unless otherwise expressly provided in these Articles.

Article 9. Preemptive Rights. Each Shareholder of the Corporation shall have the right to purchase, subscribe for, or receive a right or rights to purchase or subscribe for, at the price for which it is offered to others, that Shareholder's pro rata portion of the following:

- a. any stock of any class that the Corporation may issue or sell, whether or not exchangeable for any stock of the Corporation of any class or classes, and whether or not of unissued shares authorized by the Articles of Incorporation as originally filed or by any amendment thereof or out of shares of stock of the Corporation acquired by it after the issuance thereof, and whether issued for cash or other consideration; or
- b. any obligation that the Corporation may issue or sell which is convertible into or exchangeable for any stock of the Corporation of any class or classes, or to which is attached or pertinent any warrant or warrants or other instruments conferring on the holder the right to subscribe for or purchase from the Corporation any shares of its stock of any class or classes.

This right shall be deemed waived by any Shareholder who does not exercise it and pay for the shares preempted within thirty (30) days after receipt of written notice from the Corporation stating the price, terms, and conditions of the issue of shares and inviting the Shareholder to exercise this preemptive right. This right may also be waived by a written waiver signed by the Shareholder.

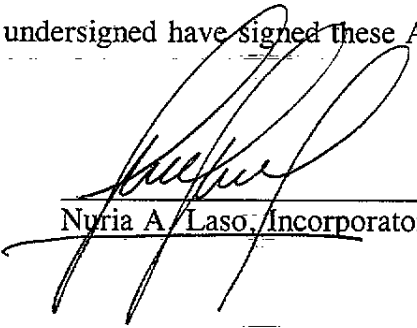
Article 10. Stock Transfer Restrictions. Shares held by each Shareholder may not be sold or otherwise transferred to other persons unless first offered to the remaining Shareholders in proportion to their shares, or to this Corporation. The price, terms and other provisions regarding this restriction may be specified by written agreement among the Shareholders, which agreement may expand this Article and which may also include the Corporation as a party.

Article 11. Rights of Initial Directors. Each of the initial Directors shall have the right to be a Director of the Corporation as long as that respective Director is a Shareholder of the Corporation. By acquiring stock in this Corporation, each Shareholder agrees to abide by this right and to elect each of the initial Directors named in these Articles of Incorporation to the office of Director as long as that Director is a Shareholder of the Corporation. This Article may not be amended in any way without the written consent of each of the initial Directors who is a Shareholder of the Corporation at the time of the amendment.

Article 12. Bylaws. The power to adopt, alter, amend, and repeal the Bylaws shall be vested in the Board of Directors, but all alterations, amendments, and repeals of the Bylaws must be approved by a majority of the Shareholders.

Article 13. Commencement of Corporate Existence. In accordance with Fla. Stat. § 607.0203, the date when corporate existence shall commence is the date of subscription and acknowledgment of these Articles of Incorporation.

IN WITNESS WHEREOF, the undersigned have signed these Articles of Incorporation on this 7<sup>th</sup> day of September, 1999.

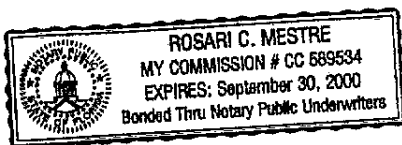
  
\_\_\_\_\_  
Nuria A. Laso, Incorporator

STATE OF FLORIDA )

ss.

COUNTY OF ORANGE )

The foregoing instrument was acknowledged before me this 7<sup>th</sup> day of September, 1999, by NURIA A. LASO ( Identification: L200-621-68-670-0 ) of JET SET TOURS, INC., a corporation, on behalf of the corporation.



  
\_\_\_\_\_  
Rosari C. Mestre

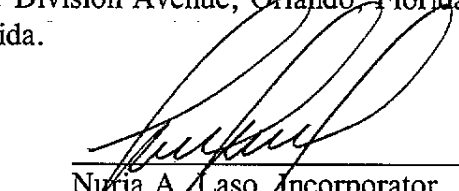
Notary Public

My Commission expires: Sept. 30, 2000

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE  
SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON  
UPON WHOM PROCESS MAY BE SERVED,  
AND ACCEPTANCE BY REGISTERED AGENT**

In compliance with Section 48.091, Florida Statutes, the following is submitted:

JET SET TOURS, INC., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 2301 S. Division Avenue, Orlando, Florida 32805, has named Nuria A. Laso, located at 2301 S. Division Avenue, Orlando, Florida 32805, as its agent to accept service of process within Florida.

  
Nuria A. Laso, Incorporator

9/7/99  
Date

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 state that I am familiar with and agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

  
Nuria A. Laso

9/7/99  
Date

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
99 SEP -2 AM 9:57