

SORDO & ASSOCIATES, P.A.

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P99000090728

October 7, 1999

FILED
99 OCT 11 PM 3:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

200003011492--8
-10/11/99--01097--016
*****87.50 *****87.50

Re: Name of Corporation - All Travel Services and Tours, Inc.

Enclosed please find an original and one (1) copy of the Articles of Incorporation and a check for \$87.50.

Should you have any questions, please do not hesitate to call our office.

Sincerely,

SORDO & ASSOCIATES, P.A.

[Signature]
Shirley Gonzalez
Secretary for the firm

sg
Enclosures

D. BROWN OCT 14 1999

ARTICLES OF INCORPORATION OF
ALL TRAVEL SERVICES AND TOURS, INC.

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TALLAHASSEE, FLORIDA

ARTICLE I - Name

The name of this corporation is **ALL TRAVEL SERVICES AND TOURS, INC.**

ARTICLE II - Principal Office

The mailing address of this corporation shall be: 7795 W. Flagler Street
Suite 42
Miami, Florida 33144

ARTICLE III - Purpose

This corporation is organized for the purpose of any and all business pursuant to the laws of the State of Florida.

ARTICLE IV- Capital Stock

This corporation is authorized to issue 1,000,000 shares of \$1.00 par value common stock which shall be designated as "Common Shares".

ARTICLES V - Initial Registered Agent

The street address of the registered office of this corporation is 1200 Brickell Avenue, Suite 1680, Miami, Florida 33131 and the name of the registered agent of this corporation at that address is Cesar R. Sordo, Esq.

ARTICLE VI - Board of Directors

The Corporation shall initially have two Directors to hold office until the first annual meeting of stockholders and their successors shall have been duly elected and qualified, or until their earlier resignation, removal from office or death. The number of Directors may be either increased or decreased from time to time in accordance with the By-laws of the Corporation. The name and address of the initial Directors are:

Luis Arenado
7795 W. Flagler Street
Suite 42
Miami, Florida 33144

ARTICLE VII - Incorporator

The name and address of the Incorporator signing these Articles is Cesar R. Sordo, Esq., 1200 Brickell Avenue, Suite 1680, Miami, Florida 33131.

ARTICLE VIII - Pre-emptive Rights

Every shareholder, upon the sale for cash of any new stock of this corporation shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE IX - Indemnification

The corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

ARTICLE X - Amendment

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on the date of the signing.

Dated: October 1, 1999.

Cesar R. Sordo, Esq.


Incorporator

Certificate designated place of business or domicile for the service of process within Florida, naming agent upon whom process may be served.

In compliance with Section 607.0501, Florida Statutes, the following is submitted:

First that All Travel Services And Tours, Inc. desiring to organize or qualify under the laws of the State of Florida, has named Cesar R. Sordo, Esq. located at 1200 Brickell Avenue, Suite 1680, in Miami, Florida as its agent to accept service of process within Florida.

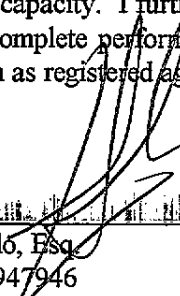
Dated: October 1, 1999.



Cesar R. Sordo, Esq.

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. I further agree to comply with the provisions of all Statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Dated: October 1, 1999



Cesar R. Sordo, Esq.
Fla. Bar No. 947946

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