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CruzCrazy.com, Inc.
3901 Segovia Street
Coral Gables, Florida 33134
(305) 444-3387

October 19, 1999

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

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-10/20/99--01068--017
*****78.75 *****78.75

RE: **CruzCrazy.com, Inc.**
A Florida Corporation

Dear Sir or Madame:

Enclosed herein please find the original and two copies of the Articles of Incorporation for the captioned corporation, with reference to the above captioned corporation together with the Registered Agent Certificate and a check in the amount of \$78.75 representing payment of the following fees:

Filing Fee.....	\$35.00
Registered Agent Designation.....	35.00
Certified Copy.....	<u>8.75</u>
Total.....	\$78.75

Sincerely,



ARTHUR M. KUSHNER
President

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99 OCT 20 PM 2:19
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Enclosure

10-22-99
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ARTICLES OF INCORPORATION

OF

CruzCrazy.com, Inc.

We, the undersigned, hereby associate ourselves together with the purpose of forming a corporation under the laws and the Statutes of the State of Florida, providing for formation, liability, rights, privileges and immunities of a corporation for profit.

ARTICLE I

NAME OF BUSINESS

The name of this corporation shall be:

CruzCrazy.com, Inc.

ARTICLE II

GENERAL NATURE OF BUSINESS

The general nature of the business and the objects and purposes proposed to be transacted and carried on are to do any and all things mentioned, as fully and to the same extent as natural persons might do or could do, to wit:

1. The Internet based distribution of travel and travel related services..

The purposes specified herein shall be construed as both purposes and powers and shall not be construed to restrict or limit the corporation from exercising any power or performing any activity permitted under the laws of the United States and the State of Florida.

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CALL AND GET IT DONE

ARTICLE III

CAPITAL STOCK

The authorized capital stock of this corporation shall consist of ONE HUNDRED (100) shares of COMMON STOCK having a par value of One (\$1.00) Dollar per share, all of the same class.

ARTICLE IV

CORPORATE EXISTENCE

This corporation shall have a perpetual existence unless sooner dissolved according to law.

ARTICLE V

INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The initial registered office of this corporation shall be 3901 Segovia Street, Coral Gables, County of Dade, State of Florida, 33134, with the initial registered agent being STUART A. KLASKIN at same address.

ARTICLE VI

DIRECTORS

The business of this corporation shall be managed by a Board of Directors comprised of two (2) Directors. Subject only to such limitations as may be provided by this certificate of incorporation or an amendment thereof, such Board of Directors shall have full control over the corporation and any may authorize the exercise of all it's corporate powers. Any increase in the number of Directors shall be deemed to create vacancies in the Board. Subject to the by-laws, if any, adopted by the stockholders, the directors may make and establish by-laws for the corporation. Directors' meetings may be held within or without the state.

ARTICLE VII

FIRST BOARD OF DIRECTORS

The names and street addresses of the First Board of Directors of this corporation are as follows:

<u>NAME</u>	<u>ADDRESS</u>
ARTHUR M. KUSHNER	3901 Segovia Street Coral Gables, Florida 33134
FRANK J. GRECES	2201 Brickell Avenue, Ste. 58 Miami, Florida 33129

This Board of Directors shall hold office for the continued life of the corporation.

ARTICLE VIII

OFFICERS

This corporation shall have a Chief Executive Officer and a President, chosen by the Board of Directors, who shall hold such office throughout the existence of the corporation. This corporation may also have a Vice President, Secretary and Treasurer, who may not be directors, and such other officers, agents, and factors as may be deemed necessary. All officers, agents and factors shall be chosen in such manner, hold their offices for such terms and have such powers and duties as may be prescribed by the By-laws or determined by the Board of Directors. Any person may hold two or more offices, except that the Chief Executive Officer shall not be also the Secretary or an Assistant Secretary of the corporation.

ARTICLE IX

NAME AND ADDRESS OF THE INCORPORATOR

The address of the sole incorporator is **3901 Segovia Street, Coral Gables, Florida 33134**. The name of the incorporator is **ARTHUR M. KUSHNER**.

ARTICLE X

SUBSCRIBER

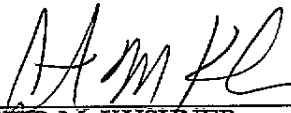
The name and address of the Subscriber to these Articles of Incorporation is:

ARTHUR M. KUSHNER

**3901 Segovia Street
Coral Gables, Florida 33134**

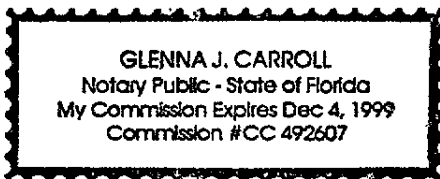
IN WITNESS WHEREOF, the undersigned, as sole incorporator of this corporation has executed these Articles of Incorporation.

Dated: 10-19-99


ARTHUR M. KUSHNER
Fl. Dr. Lic. # K256-053-60-416-0

STATE OF FLORIDA)
) ss:
COUNTY OF DADE)

I HEREBY CERTIFY that on this day, before me, a Notary Public authorized in the State and County named above to take acknowledgment, personally appeared ARTHUR M. KUSHNER, to me known to be the person described as the subscriber in who executed the foregoing Articles of Incorporation.

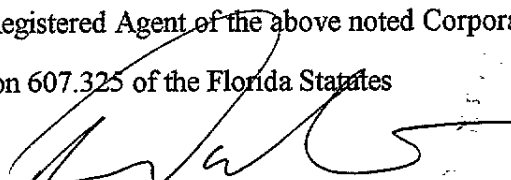



NOTARY PUBLIC

My Commission Expires:

12-4-99

I, the undersigned, hereby accept the appointment as Registered Agent of the above noted Corporation, I am familiar with, and accept the obligations of, Section 607.325 of the Florida Statutes


STUART A. KLASKIN

STATE OF FLORIDA
DEPARTMENT OF STATE

Certificate Designating Place of Business or Domicile for the Service of Process Within This State, Naming Agent Upon Whom Process May Be Served and Names and Addresses of the Officers and Directors.

The following is submitted in compliance with Chapter 48.091, Florida Statutes:

CruzCrazy.com, Inc.

a corporation organized (or organizing) under the laws of the State of Florida with it's principle office at **3901 Segovia Street, of Coral Gables, County of Dade, State of Florida 33134**, has named **STUART A. KLASKIN**, located at **3901 Segovia Street, of Coral Gables Florida 33134**, as it's agent to accept service of process within this state.

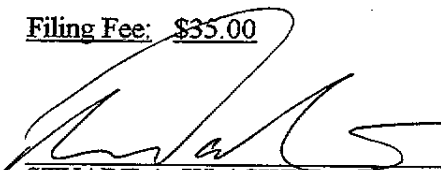
OFFICERS AND DIRECTORS:

<u>NAME</u>	<u>TITLE</u>	<u>ADDRESS</u>
FRANK J. GRECES	Chief Executive	2201 Brickell Avenue, Ste. 58 Miami, Florida 33129
ARTHUR M. KUSHNER	President	3901 Segovia Street Coral Gables, Florida 33134

ACCEPTANCE:

I agree as Registered Agent to accept Service of Process: to keep office open during prescribed hours; to post my name (and any other officers of said corporation authorized to accept service of process at the above Florida designated address) in some conspicuous place in office as required by law.

Filing Fee: **\$35.00**


STUART A. KLASKIN
Registered Agent

FILED
99 OCT 20 PM 2:19
SECRETARY OF STATE
TALLAHASSEE FLORIDA