

PO1 0000061751
MK

Helene H. Savage

Direct Dial: 804.775.3892

Facsimile: 804.775.3800

E-Mail: hsavage@virtualmk.com

McCandlish Kaine
A PROFESSIONAL CORPORATION

Richmond, Virginia

Norfolk, Virginia

Guangzhou, China

Paris, France (Affiliate)

June 19, 2001

VIA FEDERAL EXPRESS

Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

RE: Cancun-all-inclusive.com, Inc.

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-06/20/01--01039--002
*****78.75 *****78.75

Dear Sir or Madam:

Please find enclosed Articles of Incorporation, in duplicate, with designation of registered agent for Cancun-all-inclusive.com, Inc. I enclose a check in the amount of \$78.75 for the filing fees and for a certified copy.

Please return the copy in the enclosed self-addressed Federal Express envelope.

If you have any questions, please contact me.

Sincerely,

Helene Savage

Helene H. Savage
Paralegal

Enclosures

cc: Mr. Mark Brooker (with enclosure)
Eliot Norman, Esquire (with enclosure)

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

D. WHITE JUN 21 2001

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ARTICLES OF INCORPORATION
OF
CANCUN-ALL-INCLUSIVE.COM, INC.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned, desiring to form a corporation under the provisions of Chapter 607 and 621 of the Florida Statutes, as amended, hereby sets forth the following:

Article I. Name. The name of the Corporation is cancun-all-inclusive.com, Inc.

Article II. Registered Office and Agent. The post office address of the initial registered office of the Corporation is 4555 NW Brownell Terrace, Port St. Lucie, Florida 34983-8340 and the initial registered agent is Stephen Windhaus, whose business address is the same as the post office address of the initial registered office and who is a resident of Florida .

Article III. Principal Office. The principal office of the Corporation is located at 685 SW Whitmore Drive, Port St. Lucie, Florida 34984.

Articles IV. Shares. The aggregate number of shares that the Corporation shall have authority to issue is 5,000 shares of Common Stock, no par value.

Article V. Directors. There shall be a Board of Directors consisting of a minimum of one and a maximum of five Directors. The number of Directors shall be two initially and thereafter may be changed from time to time by the shareholders, or to the extent permitted by law, by the Board of Directors.

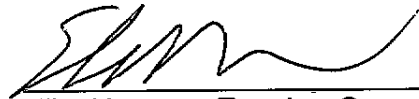
Article VI. Indemnification.

(a) The Corporation shall indemnify each director or officer, whether serving the Corporation or, at its request, any other entity, to the full extent permitted by law. The foregoing rights of indemnification shall not be exclusive of any other rights to which the directors and officers may be entitled. The directors may, upon majority vote of the directors, take such action as is necessary to carry out these indemnification provisions and may adopt, approve and amend from time to time such resolutions or contracts implementing such provisions or such further indemnification arrangements as may be permitted by law.

(b) So long as the directors and officers act in good faith with respect to the conduct of the business and affairs of the Corporation, no director or officer shall be liable or accountable to the Corporation or to any of the shareholders, in damages or otherwise, for any error or judgment, for any mistake of fact or of law, or for any other act or thing that he or she may do or refrain from doing in connection with the business and affairs of the Corporation, except for willful misconduct or gross negligence or breach of fiduciary duty, and further except for breaches of contractual obligations or agreements between the shareholders and the Corporation.

(c) Notwithstanding any provision of Sections (a) and (b) above, the indemnification provided in Sections (a) and (b) shall in no event cause the shareholders to incur any liability beyond their total capital contributions plus their share of any undistributed profits of the Corporation, nor shall it result in any liability of the shareholders to any third party.

Dated: June 11, 2001



Eliot Norman, Esquire, Organizer
McCandlish Kaine, PC
1111 East Main Street, Suite 1500
Richmond, Virginia 23219

Having been named as a registered agent and to accept service of process for the above stated Corporation at the place designated in this certificate, I am familiar with and hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 607 and 621 of the Florida Statutes, as amended.



Stephen Windhaus
Registered Agent

Date: 06/15/2001

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SECRETARY OF STATE
TALLAHASSEE FLORIDA