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FILED
02 OCT 15 PM 1:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

October 9, 2002

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

RE: Orlando Classic Vacations, Inc.

Dear Sir/Madam:

Please find enclosed three copies of the Articles of Incorporation for the above-referenced corporation. A check in the amount of \$78.75 is enclosed to cover the filing fee and a certified copy. Please return the copy to:

Marina Poste
1528 Grassy Ridge Lane
Apopka, FL 32712

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*****78.75 *****78.75

Thank you very much for your kind attention.

Sincerely,



Marina Poste

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ARTICLES OF INCORPORATION
OF
ORLANDO CLASSIC VACATIONS, INC.

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TALLAHASSEE, FLORIDA

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

ARTICLE I

The name of the Corporation is Orlando Classic Vacations, Inc.

ARTICLE II

The term of existence of the Corporation is perpetual.

ARTICLE III

The Corporation may transact any and all lawful business for which corporations may be incorporated under the Florida Business Corporation Act.

ARTICLE IV

The aggregate number of shares which the Corporation has the authority to issue is one hundred (100), all of which shall be common shares having a par value of One Dollar (\$1.00) per share.

ARTICLE V

Each shareholder of any class of stock of this Corporation shall be entitled to full preemptive rights to purchase un-issued or treasury shares of the Corporation and any securities of the Corporation convertible into or carrying a right to subscribe to or to acquire shares of any such un-issued or treasury shares.

ARTICLE VI

The street address of the initial registered office of the Corporation is:

1528 Grassy Ridge Lane
Apopka, FL 32712

The name of the registered agent of such address is:

Marina Poste

ARTICLE VII

The initial address of the principal office of the Corporation in the State of Florida is:

1528 Grassy Ridge Lane
Apopka, FL 32712

ARTICLE VIII

The initial Board of Directors of the Corporation shall be one (1) director. The number of directors may be increased or decreased from time to time by bylaws adopted by the shareholders.

ARTICLE IX

The name and address of the first Board of Director(s) of the Corporation, who shall hold office for the first year, or until his (their) successor(s) is (are) chosen, are:

Marina Poste
1528 Grassy Ridge Lane
Apopka, FL 32712

ARTICLE X

The names and addresses of the Officers of the Corporation who shall hold office for the first year, or until their successors are chosen by the Board of Director(s) in accordance with the bylaws, are:

Marina Poste
1528 Grassy Ridge Lane
Apopka, FL 32712

President, Treasurer, Secretary

ARTICLE XI

The name and address of the incorporator of this Corporation is:

Marina Poste
1528 Grassy Ridge Lane
Apopka, FL 32712

ARTICLE XII

The Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation or any amendment hereto and any writing inferred upon the shareholders shall be subject to this reservation.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 10 day of 12, 2002.

Signature: _____

Marina Poste

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

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TALLAHASSEE, FLORIDA

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: Orlando Classic Vacations, Inc.
2. The name and address of the registered agent are:

Marina Poste
1528 Grassy Ridge Lane
Apopka, FL 32712

SIGNATURE: Marina Poste

TITLE: President / owner

DATE: 10/12/2002

Having been named as registered agent and to accept service of process for the above-stated corporation at the place designated in this certificate, I 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.

SIGNATURE: Marina Poste

DATE: 10/12/2002