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(Requestor's Name)

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(City/State/Zip/Phone #)

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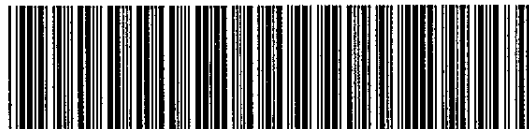
(Business Entity Name)

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FILED
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SECRETARY OF STATE
TALLAHASSEE FLORIDA

OCT 10 2005

Handwritten signature

GOODMAN WEISS MILLER LLP
100 ERIEVIEW PLAZA, 27TH FLOOR
CLEVELAND, OHIO 44114-1882

TELEPHONE: (216) 696-3366
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October 5, 2005

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

Re: Vacation Auctions, Inc.
Document No. P03000083209

Dear Sir/Madam:

Enclosed for filing is a Certificate of Amended and Restated Articles of Incorporation along with a \$35 check for the filing fee. Please return evidence of this filing directly to the undersigned.

Thank you.

Very truly yours,

GOODMAN WEISS MILLER LLP



Gail Heidenreich
Paralegal

gah

Enclosures

**Certificate of
Amended and Restated
Articles of Incorporation
of
VACATION AUCTIONS, INC.**

Document No. P03000083209

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned President of Vacation Auctions, Inc. (the "Corporation"), a Florida profit corporation, hereby certifies that, pursuant to the provisions of Sections 607.0704, 607.1003 and 607.1007, Florida Statutes, the sole shareholder of the Corporation has duly adopted by written consent, which is sufficient to approve this amendment, that the following Amended and Restated Articles of Incorporation were adopted to supersede and take the place of the existing Articles and all amendments thereto:

**ARTICLE I
Name**

The name of the Corporation is Vacation Auctions, Inc. The principal address of the Corporation is 10051 McGregor Boulevard 202, Fort Myers, Florida 33919.

**ARTICLE II
Duration**

The Corporation shall have a perpetual existence.

**ARTICLE III
Purpose**

The Corporation is formed to engage in any and all lawful purposes which a corporation may be formed under Florida law.

**ARTICLE IV
Capital Stock**

The aggregate number of shares which the Corporation shall have the authority to issue shall be one thousand (1,000), \$.001 par value common shares. The holders of shares of common stock shall be entitled to one vote for each such share of stock upon all matters presented to the shareholders.

**ARTICLE V
Initial Registered Office and Agent**

The street address of the initial registered office of the Corporation is 10051 McGregor Boulevard 202, Ft. Myers, Florida 33919, and the name of the initial registered agent of the Corporation is Salvatore Dickinson, whose business office is identical to that of the Registered Office.

**ARTICLE VI
Powers**

The Corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.

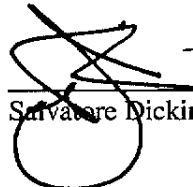
**ARTICLE VII
Indemnification**

The Corporation shall indemnify its officers and directors, and may indemnify its employees and agents, to the fullest extent permitted by the provisions of the Florida General Corporation Act, as the same may be amended and supplemented, from and against any and all of the expenses of liabilities incurred in defending a civil or criminal proceeding, or other matters referred to in or covered by said provisions, including advancement of expenses prior to the final disposition of such proceedings and amount paid in settlement of such proceedings. The indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any bylaw, agreement, vote of shareholders or disinterested directors or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office. Such indemnification shall continue as to a person who has ceased to be a director, officer, employee or agent, and shall inure to the benefit of the heirs and personal representatives of such a person. An adjudication of liability shall not affect the right to indemnification for those indemnified. The right to indemnification conferred in this Article shall be a contract right and shall include the right to have the Corporation pay the expenses incurred in defending any such proceeding in advance of its final disposition; any advance payments to be paid by the Corporation within twenty (20) calendar days after the receipt by the Corporation of a statement or statements from the claimant requesting such advance or advances from time to time; provided, however, that, if and to the extent Florida law requires, the payment of such expenses incurred by a director or officer in such person's capacity as a director or officer (and not in any other capacity in which service was or is rendered by such person while a director or officer, including, without limitation, service to an employee benefit plan) in advance of the final disposition of a proceeding, shall be made only upon delivery to the Corporation of an undertaking, by or on behalf of such director or officer, to repay all amounts so advanced if it shall ultimately be determined that such director or officer is not entitled to be indemnified under this Article or otherwise.

**ARTICLE VIII
Shareholder Agreements**

Anything to the contrary contained in these Articles of Incorporation or its Bylaws notwithstanding, if the shareholders of the Corporation shall so elect, they may exercise all powers and conduct the business and affairs of the Corporation in lieu of the Board of Directors. The Corporation, its shareholders, or any combination of the Corporation and its shareholders, may enter into agreements limiting or restricting free transfers of shares of its capital stock and addressing management and other issues. Any such agreements will be valid and enforceable among the parties to such agreements and the existence of such agreement shall be noted on the face or on the back of the certificates representing any such shares, and such agreements will be binding and enforceable upon any transferee or successor of any party to such agreement.

IN WITNESS WHEREOF, the undersigned has executed these Amended and Restated Articles of Incorporation on June 29, 2005.



Salvatore Dickinson, President