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(Business Entity Name)

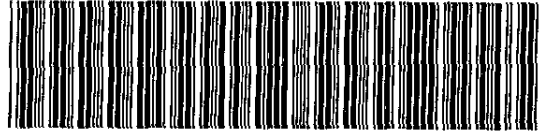
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W03-21422



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03 JUL 28 PM 2:33
DIVISION OF CORPORATION
STATE OF FLORIDA
TALLAHASSEE

7/30/03



CORPORATION SERVICE COMPANY

FILED

2003 JUL 30 PM 1:21

SECRETARY OF STATE
TALLAHASSEE FLORIDA

ACCOUNT NO. : 072100000032
REFERENCE : 181332 94956A
AUTHORIZATION : *Patricia Pajoto*
COST LIMIT : \$ 78.75

ORDER DATE : July 24, 2003
ORDER TIME : 2:08 PM
ORDER NO. : 181332-005
CUSTOMER NO: 94956A
CUSTOMER: Richard Johnston, Jr., Esq
Kiesel, Hughes & Johnston
2121 McGregor Boulevard
Fort Myers, FL 33901

DOMESTIC FILING

NAME: VACATION AUCTIONS, INC.

EFFECTIVE DATE:

- XX ARTICLES OF INCORPORATION
- CERTIFICATE OF LIMITED PARTNERSHIP
- ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- XX CERTIFIED COPY
- PLAIN STAMPED COPY
- CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Darlene Ward - EXT. 1135

EXAMINER'S INITIALS: _____



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

2003 JUL 30 PM 1:21

SECRETARY OF STATE
TALLAHASSEE FLORIDA

July 29, 2003

CSC NETWORKS
1201 HAYS STREET
TALLAHASSEE, FL 32301

SUBJECT: VACATION AUCTIONS, INC.
Ref. Number: W03000021422

We have received your document for VACATION AUCTIONS, INC. and the authorization to debit your account in the amount of \$78.75. However, the document has not been filed and is being returned for the following:

The registered agent and street address must be consistent wherever it appears in your document.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6973.

Claretha Golden
Document Specialist
New Filings Section

Letter Number: 903A00043817

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03 JUL 30 AM 11:52
DIVISION OF CORPORATIONS

**ARTICLES OF INCORPORATION OF
VACATION AUCTIONS, INC.**

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, do hereby adopt the following articles of incorporation:

**ARTICLE ONE
NAME**

The name of the corporation is: Vacation Auctions, Inc.

**ARTICLE TWO
CORPORATE DURATION**

The duration of the corporation is perpetual.

**ARTICLE THREE
PURPOSE OR PURPOSES**

The general purposes for which the corporation is organized are:

To engage in all lawful business permitted in the State of Florida including but not limited to the online sale of vacation and tour services and goods.

**ARTICLE FOUR
CAPITALIZATION**

The aggregate number of shares which the corporation is authorized to issue is 100. Such shares shall be of a single class, and shall have a par value of \$1.00 per share.

**ARTICLE FIVE
CAPITAL STRUCTURE**

The corporation is authorized to issue only one (1) class of stock, and all issued stock shall be held of record by not more than ten (10) persons. Stock will issued and transferred to: (1) Natural persons, (2) (Estates), or (3) A trust as described in title 26 United States Code Section 1371 defining as a qualified "Small Business Corporation". No stock shall be issued or transferred to a non resident alien. All such shares shall be labeled common stock.

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2009 JUL 30 PM 1:21
TALLAHASSEE FLORIDA

ARTICLE SIX
REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 2121 McGregor Boulevard, Fort Myers, Florida 33901 -- and the name of its initial registered agent at such address, is Richard Johnston, Jr.

ARTICLE SEVEN
DIRECTORS

The number of directors constituting the initial board of directors of the corporation is one (1). The name, title and address of each person who is to serve as a member of the initial board of directors is:

| Name/Title | Address |
|-------------------------------|---|
| Salvatore Dickinson, Director | 15108 Ports of Iona Drive Fort Myers, Florida 33908-1812 |

ARTICLE EIGHT
INCORPORATORS

The name and address of each incorporator is:

| Name | Address |
|---------------------|---|
| Salvatore Dickinson | 15108 Ports of Iona Drive Fort Myers, Florida 33908-1812 |

ARTICLE NINE
OFFICERS

The officers of the corporation shall be a president and a secretary/treasurer of the corporation. The initial president and secretary/treasurer of the corporation shall be:

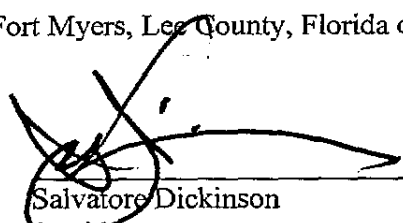
| Name | Office |
|---------------------|---------------------|
| Salvatore Dickinson | President |
| Salvatore Dickinson | Secretary/Treasurer |

The stockholders of the corporation upon majority vote shall have the power to adopt, amend or repeal the bylaws of the corporation. The changes made to said incorporation shall be the exclusive province of the shareholders.

ARTICLE TEN
PRINCIPAL OFFICE

The address of the initial principal office of VACATION AUCTIONS, ^{INC.} in this State is 2121 McGregor Boulevard, Fort Myers, FL 33901, Lee County, Florida. The principal office and registered office are at the same address.

Executed by Salvatore Dickinson, incorporator at Fort Myers, Lee County, Florida on the 15 day of July, 2003.



Salvatore Dickinson
President

ACCEPTANCE BY REGISTERED AGENT

Before me appeared this day, Richard Johnston, Jr. of 2121 McGregor Boulevard, Fort Myers, Florida 33901 and hereby acknowledges that he is familiar with and accepts the duties and responsibilities as registered agent for said corporation and certifies that the address listed above is a true and correct address for this registered agent.



Richard Johnston, Jr.

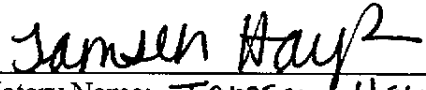
STATE OF FLORIDA)
COUNTY OF LEE)

The foregoing instrument was acknowledged before me this 15 day July, 2003 by Richard Johnston, Jr. and he is personally known to me.



Tamsen Hays
Commission #DD228190
Expires: Jul 01, 2007
Bonded Thru
Atlantic Bonding Co., Inc.

(NOTARY STAMP)



Notary Name: Tamsen Hays
Serial (Commission) Number
(if any) DD228190

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2003 JUL 30 PM 1:21
SOUTHERN PARTY OF STATE
TALLAHASSEE FLORIDA