

P96000083798

IVAN F. FERNANDEZ

ATTORNEY AT LAW

2400 SOUTH DIXIE HIGHWAY • SUITE 100
MIAMI, FLORIDA 33103

TELEPHONE (305) 350-1400

FILED

96 OCT -7 PM 2:29

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

October 4, 1996

Department of State
Division of Corporations
Corporate Records Bureau
P.O. Box 6327
Tallahassee, Florida 32310

500001967685
-10/08/96--01099--018
****122.50 ****122.50

RE: Articles of Incorporation of VACATION STORE OF MIAMI, INC.

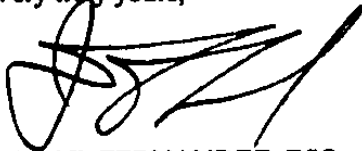
Dear Sir or Madam:

Enclosed please find an original and a copy of the Articles of Incorporation for VACATION STORE OF MIAMI, INC. I have also enclosed a check in the amount of \$122.50 which represents the following fees:

Filing Fee	\$35.00
Certified Copy	\$52.50
Registered Agent Fee	\$35.00

Please file the original of the enclosed Articles of Incorporation and return a certified copy to the undersigned.

Very truly yours,



IVAN F. FERNANDEZ, ESQ.

IFF/

Enclosure

10/10/96

ARTICLES OF INCORPORATION
OF
VACATION STORE OF MIAMI, INC.

FILED

96 OCT -7 PM 2:29

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this Corporation is **VACATION STORE OF MIAMI, INC.**

The business address of this Corporation shall be **2009 SW 9 Street, Miami, Florida 33135.**

ARTICLE II - DURATION

The Corporation shall have a perpetual existence.

ARTICLE III - PURPOSE

The purpose of this Corporation is to engage in any activities or business permitted under the Laws of the United States and of the State of Florida, including, but not limited to, providing travel related services.

ARTICLE IV - CAPITAL STOCK

The maximum number of shares which this Corporation is authorized to have outstanding at any time is 100 shares of common stock having a par value of \$1.00 per share.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The initial registered office of this Corporation shall be **2009 SW 9 Street, Miami, Florida 33135**, which address shall be identical to the business address of this Corporation, and the initial registered agent of this Corporation at such office shall be **ROSANNA METZ MENDEZ**, an individual, who upon accepting this designation agrees to comply with the provisions of Section 48.09, Florida Statutes, as amended from time to time, with respect to keeping an office open for service of process.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

The initial Board of Directors shall consist of three (3) members, all of whom are shareholders of the corporation. The number of directors may be increased or decreased from time to time by vote of the shareholders, but in no case shall the number of directors be less than one (1) nor more than ten (10). The names and addresses of the directors constituting the initial Board of Directors are:

<u>Name</u>	<u>Address</u>
ROSANNA METZ MENDEZ	3228 S.W. 62 Court Miami, Florida 33155
ALEXANDRA ALVAREZ	5615 Alton Road

Miami Beach, Florida 33140

JULIA E. CHAMOCHUMBI

80 NW 60 Court
Miami, Florida 33126

ARTICLE - VII. MANAGEMENT OF CORPORATION BY SHAREHOLDERS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of this corporation shall be managed under the direction of, the shareholders of this corporation.

ARTICLE VIII. - PRE-EMPTIVE RIGHTS

Each shareholder of this corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in this corporation that may from time to time be issued (whether or not presently authorized), in the ratio that the number of shares he holds at the time of issue bears to the total number of shares outstanding. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares pre-empted within thirty (30) days of receipt of notice from the corporation.

ARTICLE - X. INCORPORATOR

The name and address of the person signing these Articles of Incorporation is:

Name

Address

ROSANNA METZ MENDEZ

3228 S.W. 62 Court
Miami, Florida 33155

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 04 day of October, 1996.



ROSANNA METZ MENDEZ, INCORPORATOR

ACCEPTANCE OF REGISTERED AGENT

Having been named as the registered agent for the above named corporation for the purpose of accepting service of process at the registered office designated in the Articles of Incorporation, I

Articles of Incorporation
of Vacation Store, Inc.
Page 3

FILED

96 OCT -7 PM 2:29

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

hereby accept such appointment and acknowledge that I am familiar with and accept the obligations
and responsibilities of such office as provided for in Florida Statutes §607.0505.

Dated this 04 day of October, 1996 at Miami, Dade County, Florida.



ROSANNA METZ MENDEZ
Registered Agent

P96000083798

ATTORNEY AT LAW
2400 SOUTH DIXIE HIGHWAY • SUITE 100
MIAMI, FLORIDA 33100

TELEPHONE (305) 558-1400

FACSIMILE (305) 554-0570

October 4, 1996

Department of State
Division of Corporations
Corporate Records Bureau
P.O. Box 6327
Tallahassee, Florida 32310

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-10/23/96--01067--002
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Restated Articles

RE: Restated Articles of Incorporation of VACATION STORE OF MIAMI, INC.

Dear Sir or Madam:

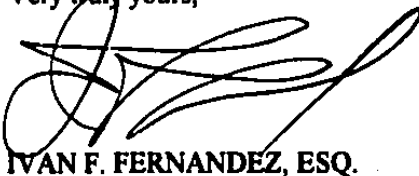
Enclosed please find an original and a copy of the Restated Articles of Incorporation for VACATION STORE OF MIAMI, INC. I have also enclosed a check in the amount of \$122.50 which represents the following fees:

Filing Fee	\$35.00
Certified Copy	\$52.50
Registered Agent Fee (Change of address)	\$35.00

FILED
96 NOV -7 PM 3:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Please file the original of the enclosed Restated Articles of Incorporation and return a certified copy to the undersigned.

Very truly yours,



IVAN F. FERNANDEZ, ESQ.

IFF/

Enclosure

Name	
Availability	11/7/96
Document Examiner	ADH
Updater	ADH
Update Verifier	ADH
Acknowledgement	ADH
W.P. Verifier	ADH

X00789, 00664, 00678

IVAN F. FERNANDEZ
ATTORNEY AT LAW
2400 SOUTH DIXIE HIGHWAY • SUITE 100
MIAMI, FLORIDA 33133

TELEPHONE (305) 856-1400

FACSIMILE (305) 854-0576

November 6, 1996

Ms. Annette Hogan
Corporate Specialist
Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32301

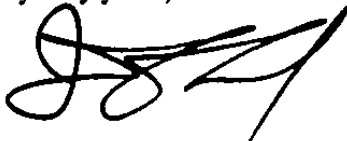
RE: Restated Articles of Incorporation for VACATION STORE OF MIAMI, INC.

Dear Ms. Hogan:

Enclosed you will find the restated Articles of Incorporation for VACATION STORE OF MIAMI, INC. We have corrected the document in accordance with your instructions.

I thank you for your assistance in this matter.

Very truly yours,



IVAN F. FERNANDEZ, ESQ.

IFF:tmf

Enclosure



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

November 4, 1996

Ivan Fernandez, Esq.
2400 South Dixie Hwy
Suite 100
Miami, FL 33133

SUBJECT: VACATION STORE OF MIAMI, INC.
Ref. Number: P96000083798

We have received your document for VACATION STORE OF MIAMI, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The word "initial" or "first" should be removed from the article regarding directors, officers, and/or registered agent, unless these are the individuals originally designated at the time of incorporation.

If you have any questions concerning the filing of your document, please call (904) 487-6907.

Annette Hogan
Corporate Specialist

Letter Number: 296A00050501

RESTATED ARTICLES OF INCORPORATION
OF
VACATION STORE OF MIAMI, INC.

FILED
96 NOV -7 PM 3:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this Corporation is **VACATION STORE OF MIAMI, INC.**

The business address of this Corporation shall be **1427 Ponce de Leon Boulevard, Coral Gables, Florida 33134.**

ARTICLE II - DURATION

The Corporation shall have a perpetual existence.

ARTICLE III - PURPOSE

The purpose of this Corporation is to engage in any activities or business permitted under the Laws of the United States and of the State of Florida, including, but not limited to, providing travel related services.

ARTICLE IV - CAPITAL STOCK

The maximum number of shares which this Corporation is authorized to have outstanding at any time is 100 shares of common stock having a par value of \$1.00 per share.

ARTICLE V - REGISTERED OFFICE AND AGENT

The registered office of this Corporation shall be **1427 Ponce de Leon Boulevard, Coral Gables, Florida 33134**, which address shall be identical to the business address of this Corporation, and the registered agent of this Corporation at such office shall be **ROSANNA METZ MENDEZ**, an individual, who upon accepting this designation agrees to comply with the provisions of Section 48.09, Florida Statutes, as amended from time to time, with respect to keeping an office open for service of process.

ARTICLE VI - BOARD OF DIRECTORS

The Board of Directors shall consist of one (1) members, who shall be a shareholder of the corporation. The number of directors may be increased or decreased from time to time by vote of the shareholders, but in no case shall the number of directors be less than one (1) nor more than ten (10). The names and addresses of the directors constituting the initial Board of Directors are:

<u>Name</u>	<u>Address</u>
ROSANNA METZ MENDEZ	3228 S.W. 62 Court Miami, Florida 33155

ARTICLE - VII. MANAGEMENT OF CORPORATION BY SHAREHOLDERS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of this corporation shall be managed under the direction of, the shareholders of this corporation.

Restated Articles of Incorporation
of Vacation Store, Inc.
Page 2

ARTICLE VIII. - PRE-EMPTIVE RIGHTS

Each shareholder of this corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in this corporation that may from time to time be issued (whether or not presently authorized), in the ratio that the number of shares he holds at the time of issue bears to the total number of shares outstanding. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares pre-empted within thirty (30) days of receipt of notice from the corporation.

ARTICLE - X. INCORPORATOR

The name and address of the person signing these Restated Articles of Incorporation is:

Name

Address

ROSANNA METZ MENDEZ

3228 S.W. 62 Court
Miami, Florida 33155

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Restated Articles of Incorporation this 22nd day of October, 1996.


ROSANNA METZ MENDEZ, INCORPORATOR

ACCEPTANCE OF REGISTERED AGENT

Having been named as the registered agent for the above named corporation for the purpose of accepting service of process at the registered office designated in the Articles of Incorporation, I hereby accept such appointment and acknowledge that I am familiar with and accept the obligations and responsibilities of such office as provided for in Florida Statutes §607.0505.

Dated this 22nd day of October, 1996 at Miami, Dade County, Florida.



ROSANNA METZ MENDEZ
Registered Agent

Restated Articles of Incorporation
of Vacation Store, Inc.
Page 3

CERTIFICATE OF INCORPORATOR

I, **ROSANNA METZ MENDEZ**, hereby certify that the foregoing Restated Articles of Incorporation of **VACATION STORE OF MIAMI, INC.** do not contain any amendments which require approval by the shareholders or board of directors; that no shares have been issued by **VACATION STORE OF MIAMI, INC.**; and that these Restated Articles of Incorporation are submitted by me as the sole incorporator of the subject corporation pursuant to Florida Statute §607.1005.

IN WITNESS WHEREOF, the undersigned Incorporator has executed this Certificate of Incorporator this 22nd day of October, 1996.

A handwritten signature in cursive script, appearing to read 'Rosanna Metz Mendez', is written over a horizontal line.

ROSANNA METZ MENDEZ, INCORPORATOR

ALLISON & ROBERTSON, P.A.

ATTORNEYS AT LAW

100 S.E. SECOND STREET

SUITE 3350

MIAMI, FLORIDA 33131-2181

JOHN R. ALLISON, III
JAMES D. ROBERTSON, III*

* ALSO ADMITTED IN NY

TELEPHONE

(305) 344-0000

TELEFAX

(305) 344-0001

October 21, 1997

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

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-10/23/97--01049--006
*****87.50 *****87.50

Re: Amendment to Articles of Incorporation of
Vacation Store of Miami, Inc.

Dear Sir/Madam:

Enclosed is an original and one copy of an Amendment to the Articles of Incorporation of the Vacation Store of Miami, Inc. which changes the name to VACATION TOURS, INC.

We are also enclosing this firm's check in the amount of \$87.50, representing: (1) filing fee of \$35.00; and (2) \$52.50 for a certified copy of the Amendment. A self addressed stamped envelope is also enclosed for your convenience in returning the copy to this office.

Thank you for your prompt attention to this matter.

Very truly yours,

John R. Allison, III

JRA:ah
Enclosures as indicated
[f:\jra\alvarez\vacation\secamend.1tr]

AMENDMENT TO ARTICLES OF INCORPORATION

OF

VACATION STORE OF MIAMI, INC.

The undersigned, being all of the directors of Vacation Store of Miami, Inc. (the "Corporation"), hereby present this Amendment to Articles of Incorporation to the Secretary of State of the State of Florida as and for an amendment to the Articles of Incorporation of the Corporation under the laws of the State of Florida.

ARTICLE I

Article I of the Articles of Incorporation filed with the Secretary of State of the State of Florida on October 7, 1996, which designated the name of the Corporation as Vacation Store of Miami, Inc. is hereby amended, and hence forth the Corporation shall be known as Vacation Tours, Inc.

ARTICLE II


The date this amendment was adopted by the shareholders and approved by the board of directors was September 8, 1997. This amendment was approved by all of the shareholders, each of whom cast his outstanding shares as affirmative votes for the approval of this amendment, and such vote by the shareholders was sufficient for

approval of this amendment in accordance with the Articles of Incorporation and By-Laws of the Corporation.

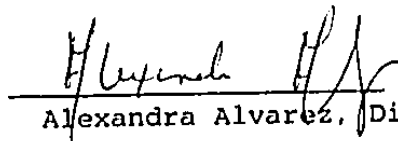
ARTICLE III

This amendment is executed, approved and made effective by the board of directors pursuant to the aforesaid shareholder action.

IN WITNESS WHEREOF, the undersigned have hereunto executed this Amendment to Articles of Incorporation this 30th day of September, 1997, at Miami, Florida.



Rosanna Metz Mendez, Director



Alexandra Alvarez, Director
