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To:

Division of Corporations

Fax Number : (850) 205-0381

From:

Account Name : ACE INDUSTRIES, INC.

Account Number: 070744001530 Phone: (305)358-2571

Fax Number : (305)373-7718

FLORIDA PROFIT CORPORATION OR P.A.

CARNIVAL VACATIONS, INC.

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Articles of Incorporation

SECRETARY OF STATE TALLAHASSEE, FLORIDA

Article 1: Name of Corporation; CARNIVAL VACATIONS, INC.

Address of Corporation: 2455 HOLLYWOOD BLVD. HOLLYWOOD, FL. 33020

Article 2: Capital Stock: The number of shares which the corporation has authorized

to be outstanding at any one time is 1,000, with a par value of 0.

Article 3: REGISTERED AGENT: STEVEN NAGY

REGISTERED OFFICE: 2455 HOLLYWOOD BLVD. HOLLYWOOD, FL. 33020

*I am familiar with and hereby accept the duties and responsibilities as Register Agent for said corporation.

Signature of Registered Agent

Article 4: The Board of Directors are: (Board of Directors is NOT REQUIRED).

First listed is President, Second is Vice President, then Secretary/Treasurer.

1. P: SCOTT CONE, 2455 HOLLYWOOD BLVD., HOLLYWOOD, FL. 33020

2. VP: STEVEN NAGY, 2455 HOLLYWOOD BLVD., HOLLYWOOD, FL. 33020

3.

Article 5: The NAME and ADDRESS of the INCORPORATOR is:

STEVEN NAGY

2455 HOLLYWOOD BLVD. HOLLYWOOD, FL. 33020

In witness whereof, I have subscribed my name:

Signature of Incorporator

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