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ACCOUNT NO. : 072100000032

REFERENCE : 612516 9930A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : March 6, 2000

ORDER TIME : 10:30 AM

ORDER NO. : 612516-005

CUSTOMER NO: 9930A

CUSTOMER: Ms. Katie Farnham  
PERRY & SCHONE, P.A.  
PERRY & SCHONE, P.A.  
50 S. E. 4th Avenue

Delray, FL 33483

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-03/06/00--01049--017  
\*\*\*\*155.00 \*\*\*\*155.00

DOMESTIC FILING

NAME: VACATION TOUR & TRAVEL, L.L.C.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janna Wilson

EXAMINER'S INITIALS:

SL

FILED  
RECEIVED  
MAR-6 PM 3:00  
MAR-6 AM 10:39  
STATE OF FLORIDA  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

## ARTICLES OF ORGANIZATION OF VACATION TOUR & TRAVEL, L.L.C.

The undersigned certify that we have associated ourselves together for the purpose of becoming a limited liability company under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit. We further declare that the following Articles shall serve as the Charter and authority for the conduct of business of the limited liability company.

### ARTICLE I.

#### NAME AND PRINCIPAL PLACE OF BUSINESS

The name of the limited liability company shall be VACATION TOUR & TRAVEL, L.L.C., and the street address of its principal office is 88 N.E. 5<sup>th</sup> Avenue, County of Palm Beach, Delray Beach, FL 33483, and its mailing address shall be located at 88 N.E. 5<sup>th</sup> Avenue, Delray Beach, FL 33483, but it shall have the power and authority to establish branch offices at any other place or places as the members may designate.

### ARTICLE II.

#### PURPOSES AND POWERS

In addition to the powers authorized by the laws of the State of Florida for limited liability companies, the general nature of the business or businesses to be transacted, and which the limited liability company is authorized to transact, shall be as follows:

1. To engage in any activity or business authorized under the Florida Statutes.
2. In general, to carry on any and all incidental business; to have and exercise all the powers conferred by the laws of the State of Florida, and to do any and all things set forth in these Articles to the same extent as a natural person might or could do.
3. To purchase or otherwise acquire, undertake, carry on, improve, or develop, all or any of the business, good will, rights, assets, and liabilities of any person, firm, association, or corporation carrying on any kind of business of a similar nature to that which this limited liability company is authorized to carry on, pursuant to the provisions of these Articles; and to hold, utilize, and in any manner dispose of the rights and property so acquired.
4. To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign, or of any domestic or foreign state, government, or governmental authority, or of any political or administrative subdivision, or department, and to perform and carry out, assign, cancel, or rescind any of such contracts.

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5. To exercise all or any of the limited liability company powers, and to carry out all or any of the purposes, enumerated in these Articles and otherwise granted or permitted by law, while acting as agent, nominee, or attorney-in-fact for any persons or corporations, and perform any service under contract or otherwise for any corporation, joint stock company, association, partnership, firm, syndicate, individual, or other entity, and in this capacity or under this arrangement develop, improve, stabilize, strengthen, or extend the property and commercial interest of the property and to aid, assist, or participate in any lawful enterprise in connection with or incidental to the agency, representation, or service, and to render any other service or assistance it may lawfully do under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit.

6. To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers set forth in these Articles, either alone or in association with others incidental or pertaining to, or going out of, or connected with its business or powers, provided the same shall not be inconsistent with the laws of the State of Florida.

The several clauses contained in this statement of the general nature of the business or businesses to be transacted shall be construed as both purposes and powers of this limited liability company, and statements contained in each clause shall, except as otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause. They shall be regarded as independent purposes and powers.

Nothing contained in these Articles shall be deemed or construed as authorizing or permitting, or purporting to authorize or permit the limited liability company to carry on any business, exercise any power, or do any act which a limited liability company may not, under Florida laws, lawfully carry on, exercise, or do.

### ARTICLE III.

#### EXERCISE OF POWERS

All limited liability company powers shall be exercised by or under the authority of, and the business and affairs of this limited liability company shall be managed under the direction of, the members of this limited liability company. This Article may be amended from time to time in the regulations of the limited liability company by a unanimous vote of the members of the limited liability company.

### ARTICLE IV.

#### MANAGEMENT

This limited liability company shall be managed by one manager. The name and address of the person who shall serve until the first annual meeting of members or until that member's successor is elected and qualified is as follows: American Investment Properties, Inc., 88 N.E. 5<sup>th</sup> Avenue,

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JACKSONVILLE, FLORIDA

Delray Beach, FL 33483. The number of managers, the terms for the managers replacement, the increase or decrease in the number of managers and the members or others directed to manage this limited liability company shall be provided for in the provisions of the members agreement.

#### ARTICLE V.

##### MEMBERSHIP RESTRICTIONS

Members shall have the right to admit new members by unanimous consent. Contributions required of new members shall be determined as of the time of admission to the limited liability company.

A member's interest in the limited liability company may not be sold or otherwise transferred except with unanimous written consent of all members.

On the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or the occurrence of any other event that terminates the continued membership of a member in the limited liability company, the remaining members shall have the right to continue the business on unanimous consent of the remaining members.

#### ARTICLE VI.

##### CAPITAL CONTRIBUTIONS

Capital contributions in the amount of \$1,000 cash shall be paid to the limited liability company by the members in accordance with the members agreement.. Additional contributions will be made as required for investment purposes, as determined by unanimous consent of the members.

#### ARTICLE VII.

##### PROFITS AND LOSSES

(a). *Profit Sharing.* The members shall be entitled to the net profits arising from the operation of the limited liability company business that remain after the payment of the expenses of conducting the business of the limited liability company. Each member shall be entitled to that share of profits as determined in the members agreement.

(b). *Losses.* All losses that occur in the operation of the limited liability company business shall be paid out of the capital of the limited liability company and the profits of the business, or, if these sources are insufficient to cover such losses, by the members as provided in the members agreement.

#### ARTICLE VIII.

##### DURATION

This limited liability company shall exist until March 1, 2050, or until dissolved in a manner provided by law, or as provided in the regulations adopted by the members.

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ARTICLE IX.

INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The street address and mailing address of the initial registered office of the limited liability company is 88 N.E. 5<sup>th</sup> Avenue, City of Delray Beach, County of Palm Beach, State of Florida, 33483, and the name of the company's initial registered agent at that address is William C. Schmidt.

The undersigned, being the original members of the limited liability company, certify that this instrument constitutes the proposed Articles of Organization of Vacation Tour & Travel, L.L.C.

Executed by the undersigned at Delray Beach, Florida on 3/3, 2000.

AMERICAN INVESTMENT PROPERTIES, INC.

By: 

WILLIAM C. SCHMIDT  
Executive Vice-President

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STATE OF FLORIDA  
TALLAHASSEE, FLORIDA

**Statement designating registered agent and office.**

State of Florida                    }  
County of Palm Beach            }

Pursuant to the provisions of Florida Statutes §608.415 and Florida Statutes §608.407(1)(d), the limited liability company identified below submits the following statement in designating its registered office and registered agent in the State of Florida:

The name of the limited liability company is Vacation Tour & Travel, L.L.C.

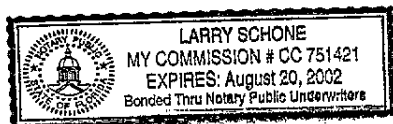
The name of the registered agent for Vacation Tour & Travel, L.L.C. is William C. Schmidt and the street address and mailing address of the company's principal office where the agent is located is 88 N.E. 5th Avenue, Delray Beach, FL 33483.

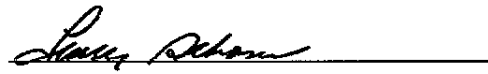
This statement is to acknowledge that, as indicated above, Vacation Tour & Travel, L.L.C.. has appointed me, William C. Schmidt, as its registered agent to accept service of process for the company at the place designated above in this certificate. I accept this appointment as registered agent and agree 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.

Dated 3/3/00.

  
WILLIAM C. SCHMIDT

The foregoing instrument was acknowledged before me this 3rd day of March, 2000, by William C. Schmidt, agent on behalf of Vacation Tour & Travel, L.L.C., a limited liability company. He is personally known to me or has produced \_\_\_\_\_ as identification.



  
Notary Public - State of Florida  
My commission expires:

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00 MAR -6 PM 3:00  
CLERK OF DISTRICT COURT  
TALLAHASSEE, FLORIDA