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To:
Division of Corporations
Fax Number : (850) 205-0383

From:
Account Name : KIPNIS TESCHER LIPPMAN & VALINSKY
Account Number : 072164000350
Phone : (954) 467-1964
Fax Number : (954) 467-2264

LIMITED LIABILITY COMPANY

VACATION EXPRESS USA, LLC

Certificate of Status	0
Certified Copy	1
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TALLAHASSEE, FLORIDA

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DIVISION OF CORPORATION

FAX AUDIT # H02000055984 7

**ARTICLES OF ORGANIZATION
of
VACATION EXPRESS USA, LLC**

ARTICLE I - Name:

The name of the Limited Liability Company is: Vacation Express USA, LLC.

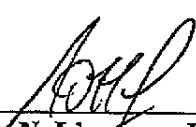
ARTICLE II - Address:

The mailing address and street address of the principal office of the Limited Liability Company is:
6400 North Andrews Avenue, Suite 220, Fort Lauderdale, Florida 33309.

ARTICLE III - Registered Agent:

The Registered Agent and the street address of such registered agent in Florida shall be:

Kipnis Tescher Lippman & Valinsky, P.A.
100 Northeast Third Avenue, Suite 610
Fort Lauderdale, Florida 33301



Steven N. Lippman, Esq., Authorized Representative

(In accordance with section 608.408(3), Florida Statutes, the execution of this affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

FAX AUDIT # H02000055984 7

Prepared By: Kipnis Tescher Lippman & Valinsky
100 Northeast Third Avenue, Suite 610
Fort Lauderdale, Florida 33301
(954) 467-1964
Patricia Fox-Butler, FL Bar No. 118613

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**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES,
THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING
STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE
STATE OF FLORIDA.

1. The name of the limited liability company is: Vacation Express USA, LLC
2. The name and the Florida street address of the registered agent are:

Kipnis Tescher Lippman & Valinsky, P.A.
100 Northeast Third Avenue, Suite 610
Fort Lauderdale, FL 33301-1165

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Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, I hereby accept the 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.

Kipnis Tescher Lippman & Valinsky, P.A.

By: _____

Steven N. Lippman

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