

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

P00000023773

Prime Vacation Rentals
CNC

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*****78.75 *****78.75

- ✓ Art of Inc. File _____
LTD Partnership File _____
Foreign Corp. File _____
L.C. File _____
Fictitious Name File _____
Trade/Service Mark _____
Merger File _____
Art. of Amend. File _____
RA Resignation _____
Dissolution / Withdrawal _____
Annual Report / Reinstatement _____
✓ Cert. Copy _____
Photo Copy _____
Certificate of Good Standing _____
Certificate of Status _____
Certificate of Fictitious Name _____
Corp Record Search _____
Officer Search _____
Fictitious Search _____
Fictitious Owner Search _____
Vehicle Search _____
Driving Record _____
UCC 1 or 3 File _____
UCC 11 Search _____
UCC 11 Retrieval _____

FILED
00 MAR -8 AM 10:32
RECEIVED
00 MAR -8 AM 10:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

Signature _____

Requested by: LS

Name _____

Date 3/8/00

Time 9:34

Walk-In _____

Will Pick Up _____

Courier _____

3-8-00

ARTICLES OF INCORPORATION
OF
PRIME VACATION RENTALS, INC.

00 HMR -8 AM 10:32
FILED
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned, in order to form a corporation for the purposes hereinafter stated, by and under the provisions of the Statutes of the State of Florida, do hereby subscribe to these Articles of Incorporation.

ARTICLE I

The name of this corporation is:--

PRIME VACATION RENTALS, INC.

This corporation shall be located at: 1313 Ponce de Leon Blvd., Suite 301, Coral Gables, Florida 33134, or at such other place as designated by the Board of Directors.

ARTICLE II

The business of the corporation shall be carried on in Miami-Dade County, Florida, and at such other place or places in the State of Florida, and in the United States of America and foreign countries as may from time to time be authorized by the Board of Directors.

ARTICLE III

The general nature of the business to be transacted by the corporation shall be as follows:

(a) To engage in any lawful business or commercial activity in the United States of America, its territories and possessions, and in any country or location in the world, including but not limited to the right to act as a partner, joint venturer, agent, representative or otherwise, with any other entity for any lawful purpose.

(b) To purchase, sell, lease, operate, own, hold, transfer, convey, mortgage, or otherwise encumber, trade, exchange and generally deal in real estate and personal property of every kind, nature and

description wheresoever located, both tangible and intangible and including chooses in action, either as owner, broker, agent or factor. To engage in any lawful activity and to institute, participate in and promote commercial, mercantile, financial and industrial enterprises and operations.

(c) In the purchase or acquisition of property, business rights or franchise, or for additional working capital, or for any other objective in or about its business affairs and without limit as to amount: to incur debts and to raise, borrow and secure the payment of money in any lawful manner, including the issue and sale or other disposition of bonds, evidences of indebtedness, whether secured by mortgage, pledge, deed of trust or otherwise. The corporation may issue its stock for any lawful purposes, including the acquisition of any other entity.

(d) Any stock issued by this corporation may qualify under S1244 of the Internal Revenue Code of 1954, and as same may be amended.

(e) This corporation shall have all of the general powers together with all additional and specific powers granted by the Laws of the State of Florida, as well as implied powers, in carrying out the foregoing express powers.

(f) The foregoing clauses shall be construed both as objects and as powers, but no recitation, expression or declaration of specific or special powers or purposes herein enumerated shall be deemed to be exclusive; but it is hereby expressly declared that all other lawful powers not inconsistent therewith are hereby included.

ARTICLE IV

The corporation shall begin business having at least such minimum amount of capital as required by the applicable Florida Statutes, and shall have perpetual existence.

ARTICLE V

The corporation is authorized to issue 5,000 shares of \$1.00 par value common stock.

ARTICLE VI

The street address of the initial registered office of this corporation is 1313 Ponce de Leon Blvd., Suite 301, Coral Gables,

Florida 33134 and the initial registered agent of this corporation at that address is JEANNIE B. CLARO.

ARTICLE VII

The business of this corporation shall be conducted by a Board of Directors consisting of one or more Directors. The exact number of Directors may be fixed by the By-Laws of this corporation. The names and street addresses of the first Board of Directors of this corporation who shall hold office until the organization meeting of this corporation and until their successors are elected or appointed and have qualified, are as follows:

JEANNIE B. CLARO

1313 Ponce de Leon Blvd.
Suite 301
Coral Gables, FL 33134

ARTICLE VIII

The name and street address of the Officers of this corporation, who shall hold office until the organization meeting of the corporation and until their successors are duly elected and have qualified, are as follows:

PRESIDENT: JEANNIE B. CLARO
1313 Ponce de Leon Blvd., #301
Coral Gables, FL 33134

SECRETARY: JEANNIE B. CLARO
1313 Ponce de Leon Blvd., #301
Coral Gables, FL 33134

TREASURER: JEANNIE B. CLARO
1313 Ponce de Leon Blvd., #301
Coral Gables, FL 33134

ARTICLE IX

The name and street address of each incorporator or subscriber to these Articles of Corporation, is as follows:

JEANNIE B. CLARO, 1313 Ponce de Leon Blvd., #301, Coral Gables, Florida 33134.

The capital stock may be paid for in property, labor or services (including labor and services to be performed in the future) at a just valuation to be fixed by the incorporator(s) or

by the Director(s) at a meeting called for such a purpose or at the organization meeting. All of the aforesaid stock is to be issued as fully paid for and exempt from assessment.

IN WITNESS WHEREOF, the undersigned has caused there presents to be executed this 7th day of March, 2000.

Jeannie B. Claro
JEANNIE B. CLARO

STATE OF FLORIDA

COUNTY OF MIAMI-DADE

Personally appeared this day before me, the undersigned authority JEANNIE B. CLARO, to me well known to be the person described in and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed and subscribed to the same for the purposes therein expressed.

Witness my hand and official seal, this 7th day of March, 2000.

NOTARY PUBLIC

Susana A. Perez
Print Susana A. Perez
State of Florida at Large (Seal)
My commission expires:



Susana A. Perez
Commission # 00 851658
Expires July 5, 2003
Bonded Thru
Atlantic Bonding Co., Inc.

CERTIFICATION DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED.

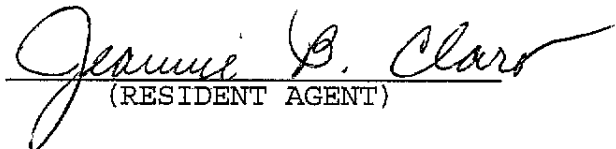
In pursuance of Chapter 48.091, Florida Statutes, the
following is submitted, in compliance with said Act:

First - That PRIME VACATION RENTALS, INC.

desiring to organize under the laws of the State of Florida with
its principal office, as indicated in the Articles of
Incorporation at the City of Coral Gables, County of Miami-Dade,
State of Florida has named JEANNIE B. CLARO, located at 1313 Ponce
de Leon Blvd., Suite 301, Coral Gables, County of Miami-Dade,
State of Florida, as its agent to accept service of process within
this State.

ACKNOWLEDGEMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

Having been named to accept service of process for the above
stated corporation, at place designated in this certificate, I
hereby accept to act in this capacity, and agree to comply with
the provision of said Act relative to keeping open said office.


(RESIDENT AGENT)

FILED
00 MAR -8 AM 10:32
SECRETARY OF STATE
TALLAHASSEE FLORIDA