



(305) 731-8334

March 24, 2000

Department of State
Division of Corporation
Post Office Box 6327
Tallahassee, Florida 32314

400003207074--6
-04/13/00--01046--003
***\$140.00 ***\$70.00

Re: Articles of Incorporation
To Be Filed.

Dear Sir/Madam:

Enclosed please find an original and one copy of the Articles of Incorporation and Certificates Designating Place of Business, and a money order for filing fees for the following:

No	Company Name	CK /MO#	Amount
1.	PLATINUM VACATION, INC.		\$70.00
2.	ROBERT'S FOUNDATION FOR THE FUTURE OF THE CHILDREN, INC.		\$70.00
	TOTAL	5589	\$140.00

Please file both the Articles and Certificate of Designation for the corporation and return a filed copy of each document to the following:

Jeannette G. Andrews-Thompson, Esq.
Tools For Change
6015 NW 7th Ave.
Miami, Florida 33127

Thank you for your attention to this matter.

Sincerely,
TOOLS FOR CHANGE

Jeannette G. Andrews-Thompson, Esq.
Legal Department

Encls.

Jeannette H. Andrews
THORIZATION BY PHONE TO
CORRECT Article VII
DATE 4-19-00
C. EXAM [Signature]

FILED
00 APR 13 AM 9:28
TALLAHASSEE, FLORIDA

AC.

ARTICLES OF INCORPORATION

OF

PLATINUM VACATION, INC.

FILED
00 APR 13 AM 9:29
SUGG
TALLAHASSEE, FLORIDA

The undersigned, incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, Chapter 607 of the Florida Statutes, hereby adopts the following Articles of Incorporation:

ARTICLES I: NAME OF THE CORPORATION

The name of the corporation is PLATINUM VACATION, INC., hereinafter referred to as the "Corporation".

ARTICLE II: PRINCIPAL OFFICE AND MAILING ADDRESS

The address of the principal office and the mailing address of the corporation is #812, 12555 Biscayne Blvd., N. Miami, FL 33181.

ARTICLE III: DURATION OF THE CORPORATION

The period of duration of the Corporation shall be perpetual unless dissolved according to law.

ARTICLE IV: PURPOSE OF THE CORPORATION

The purpose for which the Corporation is organized is to engage in any and all lawful business for which corporations may be incorporated under Chapter 607, Florida Statute, as amended.

ARTICLE V: AUTHORIZED SHARES

The Corporation is authorized to issue Five Thousand (5,000) shares of common stock with a par value of \$1.00 per share. All stock shall be of one class. The Board of Directors may authorize the issuance of such stock to such person(s) upon such terms and for such consideration as they may deem appropriate. The consideration may consist of any tangible or intangible property or benefit to the Corporation, including cash, promissory notes, services performed, promises to perform services evidenced by a written contract, or other securities of the Corporation.

ARTICLE VI: PREEMPTIVE RIGHTS

The Corporation elects to have preemptive rights. Every shareholder, upon the sale for cash of any new or reissued stock of the Corporation, shall have the right to purchase his pro-rata share thereof at the price at which it is offered to others.

ARTICLE VII: INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The street address of the Corporation's initial registered office is #812, 12555 Biscayne Blvd., 33181, N. Miami, FL and the registered agent at that office is Beverly Hilton.

ARTICLE VIII: INITIAL BOARD OF DIRECTORS

The Corporation shall have two (2) directors constituting the initial Board of Directors. The number of directors may be increased or decreased from time to time by the bylaws.

The initial Board of Directors of the Corporation shall be comprised of:

Beverly Hilton
12495 NW 6th Avenue
N. Miami, FL 33168

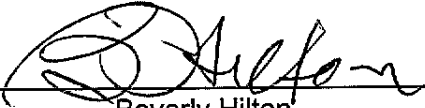
Wayne A. Sangster
12495 NW 6th Avenue
N. Miami, FL 33168

ARTICLE IX: INCORPORATOR

The incorporators of the Corporation are as follows:

Beverly Hilton
12495 NW 6th Avenue
N. Miami, FL 33168

IN WITNESS WHEREOF, I, Beverly Hilton, the undersigned incorporator, have signed these Articles of Incorporation on this 23 day of March, 2000, and acknowledged the same to be my act.


Beverly Hilton

STATE OF FLORIDA)

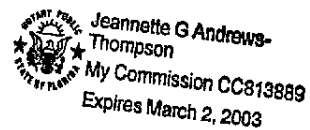
COUNTY OF MIAMI-DADE)

The foregoing instrument was acknowledged before me this 23rd day of March, 2000, by Beverly Hilton, who personally appeared before me at the time of notarization, and who is personally known to me or who produced a Florida Driver's License as identification.

NOTARY PUBLIC:

SIGN: 

PRINT: Jeannette G. Andrews-Thompson
STATE OF FLORIDA AT LARGE



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

Pursuant to the provisions of Chapters 48.091 and 607.0501 of the Florida Statutes, the following is submitted, in compliance with said Acts:

First--That PLATINUM VACATION, INC., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at City of N. Miami, County of Miami-Dade, State of Florida, has named Beverly Hilton, at #812, 12555 Biscayne Blvd., in the City of N. Miami, County of Miami-Dade, State of Florida, as its agent to accept service of process within this state.

-Acceptance of Agent-

ACKNOWLEDGMENT:

Having been named as registered agent and to accept service of process for the above stated corporation 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.

BY: _____

Beverly Hilton

DATE: _____

3-23-00

FILED
00 APR 13 AM 9:29
STATE OF FLORIDA
TALLAHASSEE, FLORIDA