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Florida Department of State
Division of Corporations
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To:

Division of Corporations
Fax Number : (850) 922-4001

From:

Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305) 541-3694
Fax Number : (305) 541-3770

FLORIDA PROFIT CORPORATION OR P.A.

VACATION ASSOCIATES, INC.

Certificate of Status	0
Certified Copy	1
Page Count	05
Estimated Charge	\$78.75

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ARTICLES OF INCORPORATION
OF

Vacation Associates, Inc.

The undersigned subscribes to these Articles of Incorporation, natural person, competent to contract, does hereby form a corporation for profit under the laws of the State of Florida. Corporate existence shall begin upon acceptance of these Articles. This corporation is to be a Small Business Corporation as defined in Section 1244 Subdivision (c) (2) of the Internal Revenue Code.

ARTICLE I. Name. The name of the corporation is
Vacation Associates, Inc.

ARTICLE II. Term of Existence. This corporation shall have perpetual existence.

ARTICLE III. Nature of Business. This corporation may engage in any activity or business permitted under the laws of the United States and of this State.

ARTICLE IV. Capital Stock. This corporation is authorized to issue 1,000 shares with \$1.00 par value.

ARTICLE V. Voting Rights. Except as otherwise provided by law, the entire voting power for the election of Directors and for all other purposes shall be vested exclusively in the holders of the outstanding common shares.

ARTICLE VI. Preemptive Rights. Every shareholder upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro-rate share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

PREPARED BY:
David Hernandez
210 N University Drive #502
Coral Springs, FL 33071

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ARTICLE VII. Initial Registered Office and Agent. The street address of the initial registered office of this corporation is 210 N University Drive #502, Coral Springs, FL 33071 and the name of the initial registered agent of this corporation at that address is Lori Peck.

ARTICLE VIII. Initial Board of Directors. The corporation shall have 1 Director (s) initially. The number of Directors may be either increased or diminished from time to time by the by-laws but never be less than one. The name and address of the initial Directors of this corporation are:

Lori Peck
210 N University Drive #502
Coral Springs, FL 33071

ARTICLE IX. Officers. The initial officers of the Corporation will be:
Lori Peck, President /Treasurer/Secretary.

ARTICLE X. Incorporator. The person signing these Articles of Incorporation has the following name and address.

Lori Peck
210 N University Drive #502
Coral Springs, FL 33071

ARTICLE XI. By Laws. The power to adopt, alter, amend or re-peal by-laws shall be vested in the Board of Directors and the shareholders.

ARTICLE XII. Amendment. The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE XIII. The Street address of the Principal place of business is:
210 N University Drive #502, Coral Springs, FL 33071.

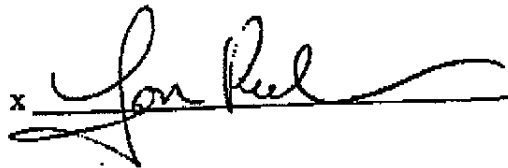
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ARTICLE XIV. The registered agent and the corporate officers are the same, at the place of business.

ARTICLES XV. The corporation shall be effective upon acceptance by the state of Florida of these articles.

IN WITNESS WHEREOF, the undersigned subscriber has executed these articles of Incorporation this July 5, 2000.

x  (SEAL)

STATE OF Florida
COUNTY OF BROWARD

BEFORE ME, the undersigned authority, personally appeared, Lori Peck, Known to be and known by me to be the person who executed the foregoing Articles of Incorporation and he acknowledged before me that he executed the same for the use and purpose therein expressed.

WITNESS my hand and official seal this day of July 5, 2000.

NOTARY PUBLIC

My Commission Expires: _____

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CONSENT TO APPOINTMENT AS REGISTERED AGENT

To: Secretary of State of Florida
Division of Corporation Department of State
Tallahassee, Florida 32304

I, Lori Peck, do hereby consent to serve as registered agent for the Corporation, Vacation Associates, Inc. this July 5, 2000.

x 
Lori Peck

Address of registered agent:

210 N University Drive #502
Coral Springs, Florida 33071

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