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Florida Department of State
Division of Corporations
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To:
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Fax Number : (850) 922-4001

From:
Account Name : EMPIRE CORPORATE KIT COMPANY
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00 AUG 28 PM 3:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FLORIDA PROFIT CORPORATION OR P.A.

FUN LOVING DESTINATIONS, INC.

Certificate of Status	0
Certified Copy	1
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CERTIFICATE OF INCORPORATION
OF

FUN LOVING DESTINATIONS, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We, the undersigned, hereby make, subscribe and acknowledge this Certificate for the purpose of becoming a Corporation under the Laws of the State of Florida.

ARTICLE I - NAME AND DURATION

The name of the Corporation shall be: FUN LOVING DESTINATIONS, INC., and its existence shall be perpetual.

ARTICLE II - PURPOSE

The general nature of the business to be transacted shall be: sale of vacation club packages, and to invest in property of any kind, operate businesses, lend money, and to have all other powers provided by the Laws of the State of Florida.

ARTICLE III - CAPITAL STOCK

The Capital Stock of the Corporation shall consist of ONE HUNDRED (100) Shares, FIVE AND NO/100 (\$5.00) DOLLARS par value.

PREPARED BY:

GEORGE J. BLUTSTEIN, ESQ.
#501-20801 Biscayne Blvd.
Aventura, FL 33180
Florida Bar No. 007081
(305) 935-3500

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ARTICLE IV - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is: #501-20801 Biscayne Blvd., Aventura, FL 33180, and the name of the initial Registered Agent of this Corporation at that address is: GEORGE J. BLUTSTEIN.

ARTICLE V - PRINCIPAL PLACE OF BUSINESS

The principal place of business for the corporation is:
2700 N. 29th Avenue, Suite 205, Hollywood, FL 33020.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This Corporation shall have three (3) directors initially. The number of directors may be either increased or diminished from time to time by the Bylaws but shall never be less than one (1) and the names and addresses of the initial directors of this Corporation are:

AL SACKS	2700 N. 29th Avenue, Suite 205 Hollywood, FL 33020
CHARLES SPIERER	2700 N. 29th Avenue, Suite 205 Hollywood, FL 33020
WILLIAM FORHAN	2700 N. 29th Avenue, Suite 205 Hollywood, FL 33020

ARTICLE VII - INCORPORATOR

The name and address of the person signing these articles is:

GEORGE J. BLUTSTEIN
#501-20801 Biscayne Blvd.
Aventura, FL 33180


ARTICLE VIII - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

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IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 28 day of Aug., 2000.




Subscriber

STATE OF FLORIDA)
COUNTY OF DADE)

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared GEORGE J. BLUSTEIN, known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my Official Seal, in the State and County aforesaid this 28 day of Aug., 2000.



Notary Public, State of Florida

My commission expires:

MARGARETA BUSTER
NOTARY PUBLIC - STATE OF FLORIDA
COMMISSION # 00331160
EXPIRES 5/31/2004
BONDED THRU ASA 1-888-444-6666

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HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.



GEORGE J. BLUTSTEIN

DATED: This 20 day of Aug, 2000.

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00 AUG 28 PM 3:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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