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Florida Department of State
Division of Corporations
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To: Division of Corporations
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

00 OCT 13 AM 9:34

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FLORIDA PROFIT CORPORATION OR P.A.

vacation station usa, inc.

Certificate of Status	0
Certified Copy	1
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ARTICLES OF INCORPORATION
Vacation Station USA, Inc.

The undersigned, for the purpose of forming a corporation for profit under the laws of the State of Florida, do hereby adopt the following Articles of Incorporation:

ARTICLE I - NAME

The name of this corporation is: Vacation Station USA, Inc.

ARTICLE II - PRINCIPAL OFFICE

The principal place of business of this corporation shall be: 4430 NE 16th Avenue, Oakland Park, Florida 33334.

ARTICLE III - DURATION

This corporation shall exist perpetually. Corporate existence shall commence on the date these Articles of Incorporation are filed by the Secretary of State.

ARTICLE IV - PURPOSE

The purpose of this corporation is to conduct, operate and manage any lawful business, and to perform other activities incidental and necessary to the operation of such business, in the State of Florida and the United States. The purpose of this corporation also includes the purchase and sale of real and personal property required for the business functions, and to engage in any activities or businesses permitted under the laws of the State of Florida and the United States.

ARTICLE V - CAPITAL STOCK

The aggregate number of shares this corporation is authorized to have outstanding at any one time is 7,500 at \$1.00 par value, all of one class, common stock, which shall be designated "Common Stock". This corporation is not authorized to issue preferred shares.

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The shareholders may, by By-Law provision or by shareholder agreement, recorded in the minute book, impose such restrictions on the sale, transfer, or encumbrance of the stock of this corporation as they may see fit.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered agent of this corporation is: 1311 NE 26th Terrace, Pompano Beach, Florida 33062 and the name of the initial registered agent of this corporation at that address is CAROLYN S. COOK. The Board of Directors may from time to time move the office to any other address in Florida and/or designate another individual to serve as the Registered Agent of this corporation.

ARTICLE VII - INITIAL OFFICERS AND BOARD OF DIRECTORS

This corporation shall have two (2) officers and directors initially. The number of officers and directors may either be increased or decreased from time to time by an amendment of the By-Laws of the corporation, in a manner provided by law, but shall never be less than one (1).

The names and addresses of the initial officers and directors who shall hold office the first year of the corporation's existence or until their successors are elected, are:

Cindy Hilty
4430 NE 18th Avenue
Oakland Park, Florida 33334

- President

Carolyn S. Cook
1311 NE 26th Terrace
Pompano Beach, Florida 33062

- Vice President

Steven Long
809 SW 12th Avenue
Fort Lauderdale, Florida 33312

- Secretary, Treasurer

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ARTICLE VIII - INCORPORATOR

The name and address of the Incorporator to these Articles of Incorporation is:

Cindy Hilty
4430 NE 16th Avenue
Oakland Park, Florida 33334

ARTICLE IX - BY-LAWS

The initial By-Laws of this corporation shall be adopted by the directors. By-Laws shall be adopted, altered, amended or repealed from time to time by either the shareholders or the Board of Directors, but the Board of Directors shall not alter, amend, or repeal any By-Law adopted by the shareholders if the shareholders specifically provide that such By-Law is not subject to amendment or repeal.

ARTICLE X - COMPENSATION

The Board of Directors is hereby specifically authorized to make provision for reasonable compensation to it's members for their services as directors, and to fix the basis and conditions upon which such compensation shall be paid. Any director of the corporation may also serve the corporation in any other capacity and receive compensation therefore in any form.

ARTICLE XI - MANAGEMENT OF CORPORATION BY BOARD OF DIRECTORS

All corporate powers shall be exercised by, or under the authority of, and the business and affairs of this corporation shall be managed under, the direction of the Board of Directors of this corporation, or those designated by them.

ARTICLE XII - INDEMNIFICATION

The corporation shall indemnify and hold harmless any officers or directors, and any former officers and directors, from and against any liability, actual and/or potential, including, but not limited to, attorneys fees and court costs, arising from, or in connection with their positions as an officer and/or director of this corporation, to the fullest extent permitted by law.

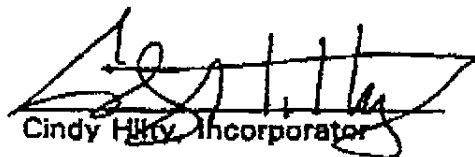
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ARTICLE XIII - AMENDMENT

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

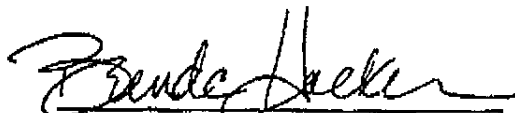
IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 13th day of October, 2000.


Cindy Hilty, Incorporator

STATE OF FLORIDA)
)ss:
COUNTY OF BROWARD)

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgments, personally appeared **CINDY HILTY**, who provided me with Florida Drivers License Number H430-107-62-943-D for identification, or who is to me personally known to be the person described in and who executed the foregoing instrument and she acknowledged before me that she executed the same.

13th **WITNESS** my hand and official seal in the County and State last aforesaid this day of October, 2000.


Notary Public State of Florida
Brenda Hacker
Commission # CC 886607
Expires Nov. 9, 2003
Bonded Thru
Atlantic Bonding Co., Inc.

Notary's Printed Name

My Commission Expires:

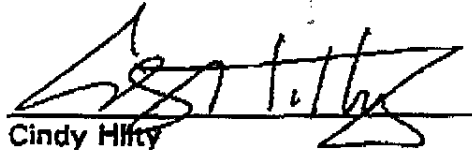
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**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with Section 48.091, Florida Statutes, the following is submitted: **Vacation Station USA, Inc.**, desiring to organize or qualify under the laws of the State of Florida, with it's principal place of business at Oakland Park, County of Broward, State of Florida, has named **CAROLYN S. COOK**, located at: **1311 NE 26th Terrace, Pompano Beach Florida 33062**, as it's agent to accept service of process within the State of Florida.

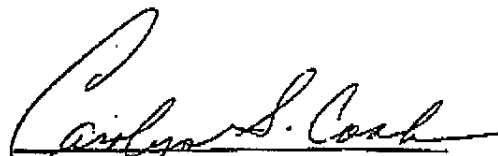
INCORPORATOR:


Cindy Hlty

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Having been named to accept service of process for the above-referenced 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 the proper and complete performance of my duties.

Dated: Oct. 13, 2000


Carolyn S. Cook

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