

P010000060674
Osceola Paralegal Services, Inc.

17 S. Orlando Ave.
Kissimmee, FL 34741
(407) 870-5878
Fax (407) 870-9997

Kathleen Foust
Owner

May 23, 2001

600004326246--2
-05/23/01--01145--025
****125.00 *****87.50

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: Articles of Incorporation for
Vacation, USA, Inc.

Dear Sirs,

Enclosed are Articles of Incorporation for Vacation, USA, Inc., a copy thereof and my check in the amount of \$125.00 for filing fees.

Your approval, filing and return of a copy to the undersigned will be appreciated.

Thank you for your assistance in this matter.

Sincerely,

Kathleen M. Foust

Kathleen M. Foust for
Terri A. Stanghon

KMF/mj
Enclosures as stated

FILED
01 JUN 19 AM 8:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

G. BLALOCK JUN 19 2001

W0112798



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

June 6, 2001

KATHLEEN M. FOUST
17 S ORLANDO AVE
KISSIMMEE, FL 34741

SUBJECT: VACATION USA, INC.
Ref. Number: W01000012798

We have received your document for VACATION USA, INC. and your check(s) totaling \$125.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as Registered Agent.")

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6925.

Cynthia Blalock
Document Specialist
New Filing Section

Letter Number: 001A00034395

ARTICLES OF INCORPORATION

OF

VACATION USA, INC.

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01 JUN 19 AM 8:58

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

CORPORATE NAME

The name of the corporation shall be: VACATION USA, INC. The principal place of business of this corporation shall be 2102 E. Robinson Avenue, Orlando, FL 32803.

ARTICLE II

NATURE OF THE BUSINESS

The general nature of the business to be transacted by this corporation is to engage in any and all business permitted under the laws of the State of Florida, the United States or any other state, country, territory or nation.

ARTICLE III

TERM OF EXISTENCE

This corporation shall have perpetual existence, commencing on the date of filing of these Articles in the office of the Secretary of State, for the State of Florida.

ARTICLE IV

CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to issue and have outstanding at any one time is 7,500 shares with each share having a par value of \$1.00 per share.

ARTICLE V

REGISTERED AGENT IN INITIAL REGISTERED OFFICE

The registered agent and the street address of the initial registered office of this corporation in the State of Florida shall be: Richard Hayes, CPA, 2102 E. Robinson Ave., Orlando, FL 32803.

The Board of Directors from time to time may move the registered office to any other address in the State of Florida.

ARTICLE VI

BOARD OF DIRECTORS

This corporation shall have two directors initially. The number of directors may be increased or diminished from time to time by By-Laws adopted by the stockholders, but shall never be less than one.

ARTICLE VII

INITIAL DIRECTORS

The names of the initial directors of this corporation and their street addresses are:

TERRI A. STANGHON	24 Wagtail Walk S. Eden Park Road Beckenham, Kent England BR3 3XG
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MARK C. STANGHON	24 Wagtail Walk S. Eden Park Rd. Beckenham, Kent England BR3 3XG
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The persons named as initial directors shall hold office for the first year of existence of this corporation or until their successors are elected or appointed and have qualified, whichever occurs first.

ARTICLE VIII

INITIAL OFFICERS

The names and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

TERRI A. STANGHON 24 Wagtail Walk S. Eden Park Road Beckenham, Kent England BR3 3 XG	PRESIDENT
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MARK C. STANGHON
24 Wagtail Walk
S. Eden Park Road
Beckenham, Kent
England BR3 3XG

VICE PRESIDENT

ARTICLE IX

INCORPORATOR

The name and street address of the person signing these Articles of Incorporation as incorporator is:

TERRI A. STANGHON
24 Wagtail Walk
S. Eden Park Road
Beckenham, Kent
England BR3 3XG

MARK C. STANGHON
24 Wagtail Walk
S. Eden Park Road
Beckenham, Kent
England BR3 3XG

ARTICLE X

AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders' meeting by at least a majority of the stock entitled to vote, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE XI

PREEMPTIVE RIGHTS

Every shareholder upon sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds the right to purchase his prorata share thereof at the price at which it is offered to others.

ARTICLE XII

BY-LAWS

The power to adopt, alter, amend or repeal the bylaws shall be vested in the Board of Directors and the Shareholders.

IN WITNESS WHEREOF, the undersigned incorporator has executed the foregoing Articles of Incorporation on the 17th day of May, 2001.

TERRI A. STANGHON
TERRI A. STANGHON

MARK C. STANGHON
MARK C. STANGHON

ENGLAND
~~STATE OF~~
COUNTY OF Greater London

BEFORE ME, a notary public, personally appeared TERRI A. STANGHON and MARK C. STANGHON, to me known to be the persons described as incorporator and executed the foregoing Articles of Incorporation, acknowledged before me that he subscribed to these Articles of Incorporation on the 17 day of May, 2001. The following was provided as identification:

United Kingdom Passports

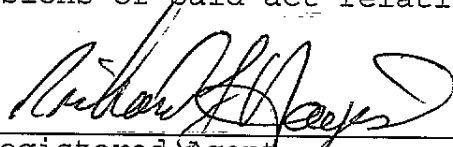
John Michael Williams
Notary Public's Signature
at Large
John Michael Williams

Notary Public's Printed Name
My Commission Expires: 1st November 2001

at **LEIGH WILLIAMS**
SOLICITORS
32-40 Widmore Road
Bromley
Kent BR1 1RY

ACCEPTANCE OF DESIGNATION

Having been designated as registered agent for the above-named corporation to accept service of process at the address below, I hereby accept said designation and agree to act in this capacity and to comply with the revisions of said act relative to keeping open said office. -



Registered Agent
RICHARD HAYES, CPA

FILED
01 JUN 19 AM 8:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA