

Division of Corporations

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

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FLORIDA PROFIT CORPORATION OR P.A.
SUN HOLIDAYS, INC.

Certificate of Status	0
Certified Copy	1
Page Count	255
Estimated Charge	\$78.75

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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

June 25, 2002

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SUBJECT: SUN HOLIDAYS, INC.
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SECRETARY OF STATE
TALLAHASSEE FLORIDA

**ARTICLES OF INCORPORATION
OF
SUN HOLIDAYS, INC.
(A FLORIDA CORPORATION)**

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida, as follows:

ARTICLE ONE: The name of the Corporation shall be:

Sun Holidays, Inc.

ARTICLE TWO: The corporate existence of the corporation shall commence upon the filing of these articles by the Department of State, and the period of duration of the corporation is perpetual.

ARTICLE THREE: The purposes for which the corporation is organized is to engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE FOUR: The aggregate number of shares which the Corporation shall have authority to issue is: One million (1,000,000) shares of capital stock, all of which shall be classified as common stock and having no par value.

ARTICLE FIVE: The street address of the Corporation's initial registered office shall be: 4401 North Federal Highway, Suite 202, Boca Raton, Florida 33431, and the name of the corporation's initial registered agent at that address is: Michael St. John.

ARTICLE SIX: The street address of the Corporation's principal office shall be: 7208 Sandlake Road, Suite 207, Orlando, Florida 32819.

ARTICLE SEVEN: The initial Board of Directors of the corporation shall consist of one member, who needs not be a resident of the State of Florida or a shareholder of the corporation.

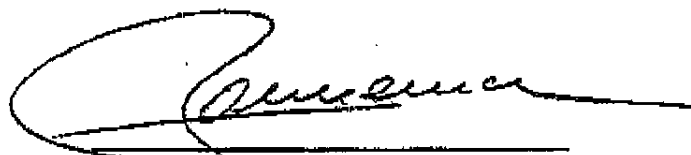
ARTICLE EIGHT: The name and address of the person who shall serve as the sole Director

until the first annual meeting of shareholders, or until his successor shall have been elected and qualified, is: Francisco J. Bonnemaïson, 37 Meadowland Road, Old Greenwich, CT 06870.

ARTICLE NINE: The holders of the common stock of this corporation shall have preemptive rights to purchase, at prices, terms, and conditions that shall be fixed by the Board of Directors, such of the shares of the stock of this corporation as may be issued for money, or any property or services, from time to time, in addition to that stock authorized and issued by the corporation. The preemptive right of any holder is determined by the ratio of the authorized and issued shares of common stock held by the holder to all shares of common stock currently authorized and issued.

ARTICLE TEN: The name and address of the corporation's sole incorporator is: Francisco J. Bonnemaïson, 37 Meadowland Road, Old Greenwich, CT 06870.

IN WITNESS WHEREOF, these articles have been signed by the undersigned this 25 day of June, 2002.

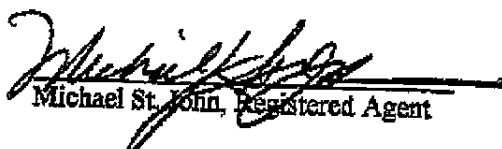


Francisco J. Bonnemaïson
Incorporator

**ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION
OF SUN HOLIDAYS, INC.**

The undersigned, having a business office identical to the registered office of Sun Holidays, Inc., the corporation named in the foregoing Articles of Incorporation, and having been designated as the Registered Agent in the foregoing Articles of Incorporation, is familiar with and accepts, the obligations of the position of Registered Agent under Section 607.0505, Fla. Stat. and applicable Florida law.

Dated this 21 day of June, 2002.


Michael St. John, Registered Agent

REL to Sun Holidays, Inc. 6/25/02

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