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SECRETARY OF STATE
TALLAHASSEE FLORIDA

March 21, 2001

Office of the Secretary of State
Division of Corporations
New Filing Section
409 E. Gaines St.
Tallahassee, FL 32399

000005622940--4
-05/29/02--01014--004
*****87.50 *****87.50

Re: NEW CORPORATION
AMBER VACATIONS II, INC.

Dear Sir:

Enclosed please find the ARTICLES OF CORPORATION FOR AMBER VACATIONS II, INC. and the CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED including a check in the amount of \$87.50 as and for the filing fee and the fee for TWO (2) certified copies.

Enclosed also is a Federal Express Airbill with our Account no. for your return of two certified copies.

Sincerely,

By:

Kathleen Neleman
KATHLEEN NELEMAN

KN/jc
Enclosures

W0215511

4
saw
7-10-02



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

May 29, 2002

KATHLEEN NELEMAN
23213 BOCA CLUB COLONY CIRCLE
BOCA RATON, FL 33433

SUBJECT: AMBER VACATION II, INC.
Ref. Number: W02000015511

We have received your document for AMBER VACATION II, INC. and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

We regret that we were unable to contact you by phone. Please return the corrected document with a letter providing us with an address and telephone number where you can be reached during working hours.

You must list the corporation's principal office and/or a mailing address in the document.

THE ADDRESSES ARE UNCLEAR. PLEASE CALL TO FURTHER EXPLAIN WHAT IS REQUIRED TO FILE.

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) 245-6933.

Dale White
Document Specialist
New Filings Section

Letter Number: 202A00034587

ARTICLES OF CORPORATION
OF
AMBER VACATIONS II, INC.

THIS IS TO CERTIFY that I, the undersigned, for the purpose of forming a Corporation under the provisions of Florida Statutes, do make, subscribe, acknowledge and file these Articles of Incorporation, and certify that:

FILED
02 JUL -9 PM 2:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

The name of the Corporation is AMBER VACATIONS II, INC.

ARTICLE II

The general nature of the business transacted shall be to engage in any activity or business permitted under the Laws of the United States and the State of Florida.

ARTICLE III

The amount of capital stock authorized shall be Five Hundred (500) Shares of common stock of nominal or par value of ONE AND NO/100 (\$1.00) DOLLARS per share.

ARTICLE IV

The registered office of the corporation shall be at 23213 Boca Club Colony Circle, Boca Raton, Florida 33433. Said Corporation shall have full power and agencies in such other places both within and without the State of Florida and in any Foreign Countries. The name of the initial Registered Agent of this Corporation is KATHLEEN NELEMAN.

ARTICLE V

The Corporation shall commence business with not less than FIVE HUNDRED AND NO/100 DOLLARS in cash.

ARTICLE VI

The Corporation shall have perpetual existence.

ARTICLE VII

The number of Directors shall be One. The number of Directors may be changed from time to time by action of the Board of Directors, but shall never be less than One (1) Director.

ARTICLE VIII

The name and post office address of the members of the Board of Directors and Officer who, subject to the By-Laws of this Corporation, shall hold office for the first year of existence of this Corporation, or until his successors are elected or appointed and have qualified is:

KATHLEEN NELEMAN
23213 Boca Club Colony Circle
Boca Raton, Florida 33433

PRESIDENT/SECRETARY/TREASURER
DIRECTOR/VICE PRESIDENT

ARTICLE IX

The name and post office address of the Subscriber of these Articles of Incorporation and a statement of the number of shares he agrees to take, and the value of the consideration therefore, is as follows:

KATHLEEN NELEMAN
23213 Boca Club Colony Circle.
Boca Raton, Florida 33433

500 shares @ \$1.00 per share

ARTICLE X

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

IN WITNESS WHEREOF, I have hereunto set my hand this 21st day of March 21, 2002.

Kathleen Neleman
KATHLEEN NELEMAN

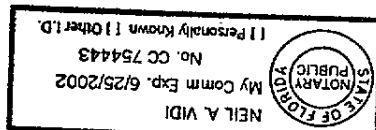
STATE OF FLORIDA

} SS:

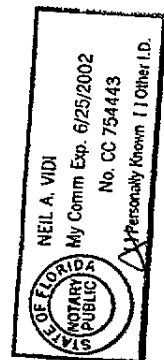
COUNTY OF PALM BEACH }

I HEREBY CERTIFY that on this 21st day of March 21, 2002, before me personally appeared KATHLEEN NELEMAN, Subscriber, who is personally known to me and who did take an oath and acknowledged before me that she executed the foregoing instrument freely and voluntarily for the purpose therein expressed.

WITNESS my hand and official seal in the State and County last aforesaid this 21st day of March, 2002.



Neil A. Vidi
NOTARY PUBLIC
My Commission Expires:



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:

Name of Corporation: AMBER VACATIONS II, INC.

Desiring to organize or qualify under the Laws of the State of Florida with its principal place of business at:

City of Boca Raton
State of Florida
County of Palm Beach

23213 Boca Club Colony Circle, Boca Raton, FLA 33433

Located at _____, has named KATHLEEN NELEMAN as its
Registered Agent, to accept Service of Process within the State of Florida.

Kathleen Neleman
KATHLEEN NELEMAN

DATE: 3/21/02

Having been named to accept Service of Process for the above stated Corporation, at the place designed 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.

Kathleen Neleman
KATHLEEN NELEMAN

DATE: 3/21/02