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August 15, 2002

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

RE: VACATION NATION, INC.

Dear Sir:

Please find enclosed an original and one copy of Articles of Incorporation for the above referenced corporation, together with Designation of Resident Agent and my check in the amount of \$122.50 representing the following:

Filing Fee.....	\$35.00
Resident Agent.....	35.00
Certified copy of Articles....	8.75
Total.....	\$78.75

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*****78.75 *****78.75

Very truly yours,



Alonzo H. Hardesty, III

AHH/pr
Enclosures
cc: Mr. Spurlin Cox

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02 AUG 19 PM 2:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2002-08-15

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
VACATION NATION, INC.

ARTICLE I - NAME

The name of the corporation is VACATION NATION, INC..

ARTICLE II - DURATION

The corporation shall have perpetual existence commencing on the date of execution and acknowledgement of these Articles.

ARTICLE III - PURPOSE

The corporation is organized for the following purposes:

- A. To engage in the business of telecommunications.
- B. To engage in any activities or business permitted under the laws of the United States or the State of Florida.

ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue One Thousand (1,000) Shares, all of one class, at Ten (\$10.00) Dollar par value.

ARTICLE V - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation, shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI - PRINCIPAL OFFICE

The address of the principal office of the corporation is 860 Caspian Court, Deltona, Florida. The mailing address of the corporation is 860 Caspian Court, Deltona, Florida 32738.

ARTICLE VII - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 860 Caspian Court, Deltona, Florida 32738, and the name of its initial registered agent at such address is Spurlin Cox.

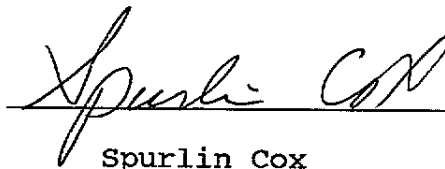
ARTICLE VIII - MANAGEMENT BY SHAREHOLDERS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation shall be managed under the direction of the shareholders of the corporation.

ARTICLE IX - INCORPORATOR

The name and address of the person executing these Articles of Incorporation is Spurlin Cox, 860 Caspian Court, Deltona, Florida 32738.

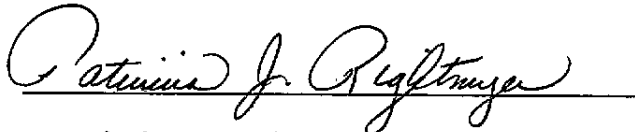
IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 15th day of August, 2002.

 (SEAL)
Spurlin Cox

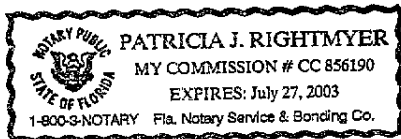
STATE OF FLORIDA
COUNTY OF VOLUSIA

BEFORE ME, the undersigned authority, personally appeared Spurlin Cox, to me known to be the person who executed the foregoing Articles of Incorporation, and he acknowledged to and before me that he executed such instrument.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 15th day of August, 2002.



Patricia J. Rightmyer
Notary Public



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CERTIFICATE DESIGNATING REGISTERED OFFICE 02 AUG 19 PM 2:21
FOR THE SERVICE OF PROCESS WITHIN THE
STATE OF FLORIDA, AND NAMING THE REGISTERED SECRETARY OF STATE
AGENT UPON WHOM PROCESS MAY BE SERVED TALLAHASSEE, FLORIDA

In compliance with Sections 48.091 and 607.0501 of the Florida Statutes, the following is submitted:

That VACATION NATION, INC. desiring to qualify under the laws of the State of Florida, with its principal place of business located at 860 Caspian Court, Deltona, Florida 32738, has named Spurlin Cox, located at 860 Caspian Court, Deltona, Florida 32738, as its agent to accept service of process within Florida.

Dated this 15th day of August, 2002.

 (SEAL)

Spurlin Cox, Incorporator

Having been named to accept service of process for VACATION NATION, INC. 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 this 15th day of August, 2002.

 (SEAL)

Spurlin Cox