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(Business Entity Name)

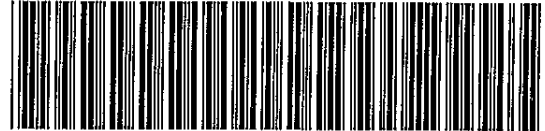
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

12/10

JOE K. MOORE

ATTORNEY at LAW

One San Jose Place, Suite 17

Jacksonville, FL 32257

Telephone (904) 262-2496 FAX (904) 292-4221 E-Mail: JKM00RE2@AOL.COM

December 5, 2002

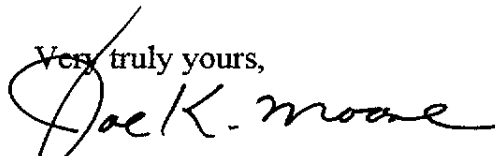
Department of State
Division of Corporations
P. O. 6327
Tallahassee, FL 32314

SUBJECT: Vacation Discounts Online, Inc.

Enclosed please find original and one copy of the Articles of Incorporation for the above corporation. Also enclosed is check in the amount of \$70.00 for the filing fee.

Please return copy of articles to the above office.

Very truly yours,



Joe K. Moore

JKM:pb

Enclosures

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF**

VACATION DISCOUNTS ONLINE, INC.

The undersigned incorporator(s) hereby subscribe(s) to these articles of incorporation to form a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of this corporation is:
Vacation Discounts Online, Inc.

ARTICLE II. PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

One San Jose Place
Suite 17
Jacksonville, Fl 32257

ARTICLE III. DURATION

The duration of this corporation shall be perpetual. Corporate existence shall begin at the date of the signing and acknowledgment of these articles of incorporation provided that all of the requirements of law are met.

ARTICLE IV. PURPOSE

This corporation is organized for the purpose of transacting and engaging in any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

ARTICLE V. CAPITAL STOCK

The aggregate number of shares which this corporation is authorized to issue is Ten Thousand (10,000) shares of common stock (designated as "common shares") having a par value of One Dollar (\$1.00) per share.

ARTICLE VI. INITIAL REGISTERED OFFICE AND AGENT

The street address (in the State of Florida) of the initial registered office of this corporation is:

One San Jose Place
Suite 17
Jacksonville, Fl 32257

and the name of the initial registered agent of this corporation at that address is:

F. Tait Carson

ARTICLE VII. INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director(s) initially. The number of directors may be increased or decreased as provided by the bylaws from time to time. The name(s) and address(es) of the initial director(s) (is) (are):

Name of Director

Address

F. Tait Carson

One San Jose Place
Suite 17
Jacksonville, Fl 32257

ARTICLE VIII. INCORPORATOR(S)

The name(s) and address(es) of the incorporator(s) signing these articles of incorporation (is) (are):

Name of Incorporator

Address

F. Tait Carson

One San Jose Place
Suite 17
Jacksonville, Fl 32257

ARTICLE IX. CORPORATE POWERS

This corporation shall have all the corporate powers enumerated in the Florida General Corporation Act.

ARTICLE X. AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these articles of incorporation, or any amendment hereto, and any right conferred upon the stockholders is subject to this reservation.

SIGNED BY THE INCORPORATOR(S) this 5TH day of DECEMBER, 2002.

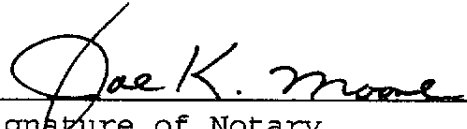


F. TAIT CARSON

STATE OF FLORIDA

COUNTY OF DUVAL

The foregoing instrument was sworn to and acknowledged before me this 5TH day of December, 2002, by F. TAIT CARSON, (X) who is personally known to me or () produced _____ as identification.



Signature of Notary

Name of Notary: JOE K. MOORE

Commission Number: DD134047

My Commission Expires: 8/25/06



Joe K. Moore
Commission # DD134047
Expires Aug. 25, 2006
Bonded Thru
Atlantic Bonding Co., Inc.

ACCEPTANCE BY REGISTERED AGENT

The undersigned having been designated and appointed as
Registered Agent of Vacation Discounts Online, Inc.
in the foregoing articles of incorporation does hereby accept the
said appointment and designation as Registered Agent to act as
contemplated by the Florida General Corporation Act.

DATE: *DECEMBER 5, 2002*



F. TAIT CARSON

REGISTERED AGENT

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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