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EASE PRINT)

PHONE (309) 269-4206

MILLENNIUM VACATION
PROPERTIES

841 15TH AVE,
EAST MOLINE, IL. 61244

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

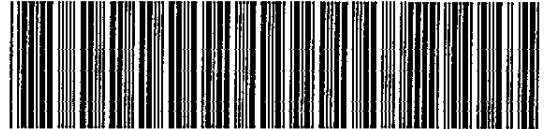
(Business Entity Name)

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ARTICLES OF INCORPORATION

In compliance with Chapter 607 and/or Chapter 621, F.S. (Profit)

ARTICLE I NAME

The name of the corporation shall be:

MILLENNIUM Vacation Proper
II INC.

ARTICLE II PRINCIPAL OFFICE

The principal place of business/mailling address is:

13098 bulg BLVD.
Madeira Beach, FL
33708

ARTICLE III PURPOSE

The purpose for which the corporation is organized is:

Consolidation of Vacation Properties
to travel Agencies

ARTICLE IV SHARES

The number of shares of stock is:

10,000

ARTICLE V INITIAL OFFICERS/DIRECTORS (optional)

The name(s), address(es) and title(s):

2507 214 st Lt. 68 PRESIDENT - GREGORY K. HANSON
PORT BYRON IL 61275 SECRETARY - Misty D. Kassabau
2724 6th AVE TREASURE - Robyn Ingram
ROCK ISLAND FL

ARTICLE VI REGISTERED AGENT

The name and Florida street address of the registered agent is:

Robyn Ingram
10128 APT. 4 TREASURE Island, FL
33706

ARTICLE VII INCORPORATOR

The name and address of the incorporator is:

GREGORY K. HANSON BYRON
2507 214 ST Lt. 68 PORT BYRON, IL 61275

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity

[Signature]
Signature/Registered Agent

12-6-02
Date

[Signature]
Signature/Incorporator

12/6/02
Date

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TIME