

**Electronic Articles of Incorporation
For**

**P02000135603
FILED
December 31, 2002
Sec. Of State**

VACATION BREAKAWAYS II, INC.

The undersigned incorporator, for the purpose of forming a Florida profit corporation, hereby adopts the following Articles of Incorporation:

Article I

The name of the corporation is:

VACATION BREAKAWAYS II, INC.

Article II

The principal place of business address:

540 SE 6TH STREET
FORT LAUDERDALE, FL. 33301

The mailing address of the corporation is:

1608 NANETTE COURT
LAKE WORTH, FL. US 33461

Article III

The purpose for which this corporation is organized is:

SALES, MARKETING AND PROMOTION OF VACATION, TRAVEL AND
ENTERTAINMENT RELATED PRODUCTS AND SERVICES

Article IV

The number of shares the corporation is authorized to issue is:

60

Article V

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

GLEN E SMITH JR.
1608 NANETTE COURT
LAKE WORTH, FL. 33461

I certify that I am familiar with and accept the responsibilities of registered agent.

**P02000135603
FILED
December 31, 2002
Sec. Of State**

Registered Agent Signature: GLEN SMITH

Article VI

The name and address of the incorporator is:

GLEN SMITH
1608 NANETTE COURT
LAKE WORTH, FL 33461

Incorporator Signature: GLEN SMITH

Article VII

The initial officer(s) and/or director(s) of the corporation is/are:

Title: P
DEMITRI J ROUSSONICOLOS
540 SE 6TH STREET
FORT LAUDERDALE, FL. 33301 US

Title: S/T
GLEN E SMITH JR.
540 SE 6TH STREET
FORT LAUDERDALE, FL. 33301