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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**ARTICLES OF INCORPORATION
OF
PLAY VACATION II, INC.**

ARTICLE I - NAME

The name of this corporation is PLAY VACATION II, INC. (the "Corporation")

ARTICLE II - PRINCIPAL OFFICE

The principal office of the Corporation is located at the following address:

5100 Town Center Circle
Suite 400
Boca Raton, Florida 33486

ARTICLE III - PURPOSE

The Corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE IV - DURATION

The Corporation shall have perpetual existence.

ARTICLE V - CAPITAL STOCK

The Corporation is authorized to issue 1,000 shares of one cent (\$0.01) par value common stock, which shall be designated "Common Shares."

ARTICLE VI - BYLAWS

The bylaws of the Corporation may be adopted, altered, amended or repealed by either the stockholders or the directors of the Corporation.

ARTICLE VII - INDEMNIFICATION

The Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

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ARTICLE VIII - INITIAL REGISTERED AGENT AND OFFICE

The name and street address of the initial registered agent and office of the Corporation are:

Martin Kalb
5100 Town Center Circle
Suite 400
Boca Raton, Florida 33486

ARTICLE IX - INCORPORATOR

The name and address of the person signing these Articles are:

Martin Kalb
5100 Town Center Circle
Suite 400
Boca Raton, Florida 33486

ARTICLE X - INITIAL BOARD OF DIRECTORS

This Corporation shall have one (1) Director initially. The number of Directors of this Corporation may be either increased or diminished from time to time pursuant to the Bylaws, but shall never be less than one (1). The name and street address of the initial Director of this Corporation who shall hold office until his successor is either elected or appointed is:


Adam Kalb
5100 Town Center Circle
Suite 400
Boca Raton, Florida 33486

ARTICLE XI - AMENDMENT

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, in accordance with the provisions of the Florida General Corporation Act.

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IN WITNESS WHEREOF, the undersigned has executed these Articles of
Incorporation this 16 day of January, 2003.


Martin Kalb, Incorporator


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ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above stated corporation, at the
place designated in Article VIII of these Articles of Incorporation, the undersigned hereby agrees
to act in this capacity, and further agrees to comply with the provisions of all statutes relative to
the proper and complete discharge of his duties.

Dated this 16 day of Jan, 2003.


Martin Kalb, Registered Agent