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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Florida Department of State  
Division of Corporations  
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To:

Division of Corporations  
Fax Number : (850) 205-0381

From:

Account Name : FAS-T CORP. AGENTS, INC.  
Account Number : 071001002335  
Phone : (305) 599-0839  
Fax Number : (305) 716-0346

**FLORIDA PROFTT CORPORATION OR P.A.  
VACACIONES ORLANDO, INC.**

Certificate of Status	0
Certified Copy	1
Page Count	04
Estimated Charge	\$78.75

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, do hereby adopt the following articles of incorporation:

ARTICLE ONE

The name of the corporation is

Vacaciones Orlando, Inc.

ARTICLE TWO

The duration of the corporation is perpetual.

ARTICLE THREE

The general purposes for which the corporation is organized are:

1. To engage in the business of

Travel Agency

To transact any other lawful business for which corporations may be incorporated under the Florida General Corporation Act.

2. To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

ARTICLE FOUR

The aggregate number of shares which the corporation is authorized to issue is 100. Such shares shall be of a single class, and shall be \$ 5.00 per value.

ARTICLE FIVE

The corporation is authorized to issue only one class of stock, and all issued stock shall be held of record by not more than ten persons. Stock shall be issued and transferable only to natural persons.

ARTICLE SIX

No stockholder shall have the right to sell, assign, pledge, transfer, devise, or otherwise dispose of any of the share of the corporation without first offering such shares for sale to the corporation at the net asset value thereof.

ARTICLE SEVEN

The street address of the initial principal office of the corporation is  
12890 NE North Miami Court, North Miami, FL 33161

ARTICLE EIGHT

The number of directors constituting the initial board of directors of the corporation is at least one. The name and address of each person who is to serve as a member of the initial board of directors is:

NAME	ADDRESS
Flor M. Leyva President/Secretary	12890 N.E. North Miami Court North Miami, FL 33161

ARTICLE NINE

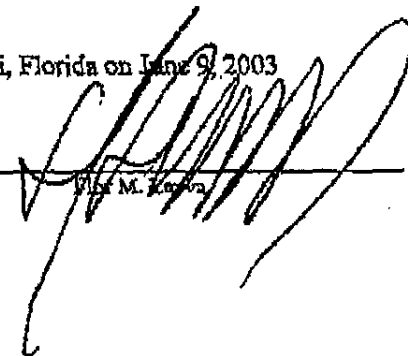
A unanimous vote of directors for effective director action is required at all directors meetings.

ARTICLE TEN

The name and address of each incorporator is:

NAME	ADDRESS
Flór M. Leyva	12890 N.E. North Miami Court North Miami, Fl 33161

Executed by the undersigned at Miami, Florida on June 9, 2003

  
\_\_\_\_\_  
Flór M. Leyva

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SECRET  
TALLAHASSEE, FLORIDA

**CERTIFICATE DESIGNATING (OR CHANGING) PLACE OF BUSINESS OR  
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING  
AGENT UPON WHOM PROCESS MAY BE SERVED.**

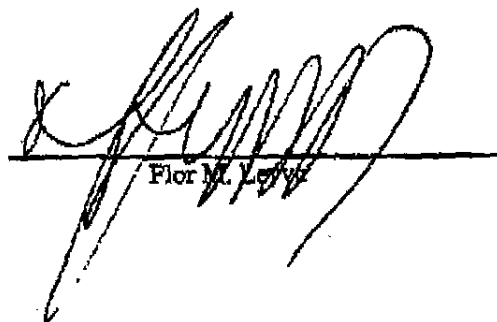
In pursuance of Chapter 607.34 Florida Statutes, the following is submitted, in  
compliance with said Act:

First- That Vacaciones Orlando, Inc. desiring to organize under the laws of the  
State of Florida with its principal office, as indicated in the articles of incorporation at the  
City of North Miami, County of Miami-Dade, State of Florida has named Flor M. Leyva  
located at 12890 N.E. North Miami Court, City of North Miami, County of Miami-Dade,  
State of Florida, as its agent to accept service of process within this State.

**ACKNOWLEDGEMENT:**

Having been named to accept service of process for the above stated corporation,  
at place designated in the certificate, I hereby accept to act in this capacity, and agree to  
comply with the provision of said Act relative to keeping open said office.

By:

  
Flor M. Leyva