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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

2004 APR 16 A 8:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FLORIDA PROFIT CORPORATION OR P.A.
VACATION ANYWHERE INTERNATIONAL INC.

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ARTICLES OF INCORPORATION
OF

VACATION ANYWHERE INTERNATIONAL INC.

The undersigned incorporator(s), for the purposes of forming a corporation under the Florida General Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I - NAME

The name of the corporation shall be: VACATION ANYWHERE
INTERNATIONAL INC.

The principal place of business of this corporation shall be:

941 PHOENIX WAY WESTON FL 33327

ARTICLE II - NATURE OF BUSINESS

This Corporation may engage in or transact any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation.

ARTICLE III - CAPITAL STOCK

The aggregate number of shares of stock and its value that this corporation is authorized to have outstanding at any one time is 1,000 shares with a \$1.00 par value.

ARTICLE IV - TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE V - OFFICERS DIRECTORS

The name(s) and street address(es) of the initial officer(s) and director(s), if any, who shall hold office the first year of the corporation's existence or until their successor(s) is (are) elected is(are):

LEONARD D" ELIA PRES/SEC.
941 PHOENIX WAY
WESTON FL 33327

PREPARED BY: R.D.X. FINANCIAL SERVICES INC.
1304 S.W. 150 Ave Suite 423
FT. LAUDERDALE FL 33326

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TALLAHASSEE, FLORIDA

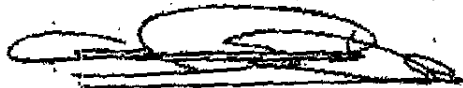
ARTICLE VI INCORPORATOR(S)

The name(s) and street address(es) of the
incorporator(s) to this articles of incorporation is (are):

LEONARD D'ELIA
941 PHOENIX WAY
WESTON/WESTON FL 33327

IN WITNESS WHEREOF, the undersigned incorporator(s)
has (have) executed these Articles of incorporation
this, 9 day of APRIL 2004

Signature(s) of Incorporators (s)



CERTIFICATE OF DESIGNATION
REGISTERED AGENT/ REGISTERED OFFICE

Pursuant to the provisions of Section 607.325, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation:

VACATION ANYWHERE INTERNATIONAL INC.

2. The name and address of the registered agent and office is:

LEONARD D'ELIA

941 PHOENIX WAY WESTON FL 33327
(CITY / STATE / ZIP)

Signature: 

Title: PRTS/ SEC

Date: 4/9/04

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCES OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325 FLORIDA STATUTES

SIGNATURE: 

DATE 04/09/04

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