

vision Corporations
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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 : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305) 634-3694
Fax Number : (305) 633-9696

FLORIDA PROFIT CORPORATION OR P.A.

vacation break, inc.

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ARTICLES OF INCORPORATION
OF
VACATION BREAK, INC.

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COURT OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I: NAME

The name of this corporation is VACATION BREAK, INC.

ARTICLE II: PRINCIPAL PLACE OF BUSINESS

The principal place of business of this Corporation shall be 5504 Estate Oak Circle, Hollywood, Florida 33312.

The mailing address of this Corporation shall be 5504 Estate Oak Circle, Hollywood, Florida 33312.

ARTICLE III: SHARES

All stock issued by this corporation shall be common voting stock of a single class. The number of shares of stock that this corporation is authorized to have outstanding is one thousand (1,000). The stock of this corporation shall have a par value of One Dollar and No Cents (\$1.00) per share. The Board of Directors shall fix the consideration to be received for each share. Such consideration shall consist of any tangible or intangible property or benefit to this corporation, including cash, promissory notes, services performed or written promises to perform services and shall have a value, in the judgment of the directors, equivalent to or greater than the par value of the shares.

ARTICLE IV: INITIAL REGISTERED AGENT AND REGISTERED OFFICE

The name of the registered agent is Gregory E. Schwartz, Esq. whose registered office address is 4651 Sheridan Street, Suite 355, Hollywood, Florida 33021.

ARTICLE V: PURPOSE

The corporation may engage in any legal activity. The Corporation may engage in the purchase or acquisition of property, business, rights or franchises, to incur debt, and to raise, borrow money and secure the payment of money in any lawful manner, and for the purpose of transacting any and all lawful business.

ARTICLE VI: INITIAL BOARD OF DIRECTORS AND OFFICERS

The initial board of directors shall be comprised of one person. The number of directors may be increased from time to time as provided for in the by-laws of this corporation, but shall never be less than one. The name and address of the initial directors shall be

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Gregory Schwartz
5504 Estate Oak Circle
Hollywood, Florida 33312

ARTICLE VII: INCORPORATOR

The name and address of the person signing these Articles of Incorporation as incorporator is the President:

Gregory Schwartz
5504 Estate Oak Circle
Hollywood, Florida 33312

ARTICLE VIII: INDEMNIFICATION

Directors and officers of this corporation shall be held harmless and indemnified by this corporation for all acts and omissions of such persons to the fullest extent permitted by applicable law. The terms directors and officers, as used and limited above, shall include current and former directors and officers.

ARTICLE IX: BY-LAWS

The power to adopt, alter, amend or repeal the by-laws of this corporation shall be vested, respectively and concurrently, in the Board of Directors and the and the shareholder(s) of this corporation.

ARTICLE X: DURATION

The Corporation may engage in any legal activity. The Corporation may engage in the purchase or acquisition of property, business, rights or franchises, to incur debt, and to raise, borrow money and secure the payment of money in any lawful manner, and for the purpose of transacting any or all lawful business.

ARTICLE XI: AMENDMENT

This corporation reserves to its shareholder(s) the right to amend or repeal any provisions now or hereafter contained in these Articles of Incorporation (provided any such amendment or repeal is consistent with applicable law. Any rights which these Articles of Incorporation may confer upon this corporation may be modified or canceled by a vote of the shareholder(s) to amend or repeal such Articles of Incorporation (provided any such amendment or repeal is consistent with the provisions of applicable law).

The undersigned incorporator has executed these Articles of Incorporation this 25 day of April 2004.


Gregory Schwartz
Incorporator

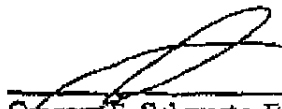
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ACCEPTANCE OF APPOINTMENT
OF
REGISTERED AGENT

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I hereby accept the appointment as registered agent contained in the foregoing Articles of Incorporation and state that I am familiar with and accept the obligations of Section 607.0501 of the Florida Statutes.



Gregory E. Schwartz, Esq.
Registered Agent

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