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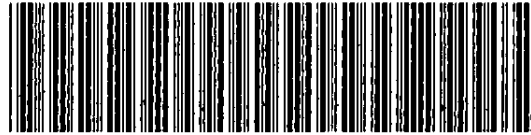
(Business Entity Name)

(Document Number)

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2008 JUN 16 PM 1:09

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

C.J. 6-17

MEMORANDUM

TO: Department of State, Corporate Filings
FROM: Robert Cuff
DATE: June 13, 2008
RE: Clinica del Sol Vacation Resorts, Inc.

I am enclosing Articles of Incorporation for the above named corporation for filing with your office. I am also enclosing a check in the amount of \$70.00 for the filing fee and designation of registered agent.

If there are any problems with the filing, please contact me at:

904-824-0879 (office phone) or
rcuff@bellsouth.net (e-mail)

Any necessary correspondence may be addressed to corporation at the address in the Articles or to my attention at:

Robert Cuff
142 Bren Mar Lane
Palm Coast, Florida 32137

Thank you for your assistance.

FILED

ARTICLES OF INCORPORATION
OF
CLINICA DEL SOL VACATION RESORTS, INC.

2009 JUN 16 PM 1:09

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of the corporation is Clinica del Sol Vacation Resorts, Inc. (the "Corporation").

ARTICLE II - ADDRESS

The address of the principal office and mailing address of the Corporation is 4 Old Oak Drive, Palm Coast, Florida 32137.

ARTICLE III - CAPITAL STOCK

This Corporation is authorized to issue 90,000,000 shares of common stock, all of which shall be of the par value of \$1.00 per share.

ARTICLE IV - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 4 Old Oak Drive, Palm Coast, Florida 32137 and the name of its initial registered agent at such address is Claus-Peter Roehr.

ARTICLE V - INITIAL BOARD OF DIRECTORS

The number of Directors constituting the initial Board of Directors of this Corporation shall be one (1) and the name and address of each person who is to serve as member thereof is:

| NAME | ADDRESS |
|-------------------|--|
| Claus-Peter Roehr | 4 Old Oak Drive Palm Coast, Florida 32137 |

ARTICLE VI - INCORPORATOR


The name and address of the Incorporator is R & R Holdings, LLC, a Nevada limited liability company, whose address is 2620 Regatta Drive, Suite 102, Las Vegas, NV 89128.

ARTICLE VII - AMENDMENT

This Corporation reserves the right to amend, alter, change or repeal any provision contained in its articles of incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon shareholders herein are granted subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 12 day of June, 2008.

R & R Holdings, LLC, a Nevada limited liability company

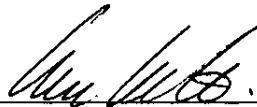
By: 
Its: Manager

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of section 607.0501, Florida Statutes, the below named 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 is Clinica del Sol Vacation Resorts, Inc.
2. The name and address of the registered agent and office are Claus Peter Roehr, 4 Old Oak Drive, Palm Coast, Florida 32137.

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.



Claus Peter Roehr
Registered Agent

Date: June 12, 2008

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA