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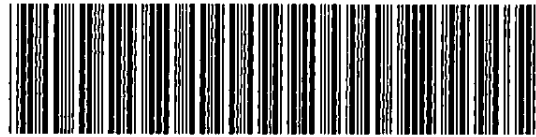
(Business Entity Name)

(Document Number)

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

80-2-01

## TRANSMITTAL LETTER

Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

**SUBJECT:** VIRGIN VACATIONS, INC.

Enclosed is an original and one (1) copy of the Certificate of Domestication and a check for:

**FEES:**

Certificate of Domestication	\$50.00
Articles of Incorporation and Certified Copy	<u>\$78.75</u>
Total to domesticate and file	\$128.75

**OPTIONAL:**

Certificate of Status	\$ 8.75
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**FROM:** HENDRY, STONER, CALANDRINO & BROWN, P.A.

**Name (printed or typed)**

20 N. ORANGE AVENUE, SUITE 600

**Address**

ORLANDO, FLORIDA 32801

**City, State & Zip**

407-843-5880

**Daytime Telephone Number**

**CERTIFICATE OF DOMESTICATION**

The undersigned, NANCY HARTFORD, SECRETARY  
(Name) (Title)  
of VIRGIN VACATIONS, INC. a foreign corporation,  
(Corporation Name)  
in accordance with s. 607.1801, Florida Statutes, does hereby certify:

1. The date on which corporation was first formed was APRIL 11, 2002.
2. The jurisdiction where the above named corporation was first formed, incorporated, or otherwise came into being was CONNECTICUT.
3. The name of the corporation immediately prior to the filing of this Certificate of Domestication was VIRGIN VACATIONS, INC.
4. The name of the corporation, as set forth in its articles of incorporation, to be filed pursuant to s. 607.0202 and 607.0401 with this certificate is VIRGIN VACATIONS, INC.
5. The jurisdiction that constituted the seat, siege social, or principal place of business or central administration of the corporation, or any other equivalent jurisdiction under applicable law, immediately before the filing of the Certificate of Domestication was CONNECTICUT
6. Attached are Florida articles of incorporation to complete the domestication requirements pursuant to s. 607.1801.

I am SECRETARY, of VIRGIN VACATIONS, INC.

and am authorized to sign this Certificate of Domestication on behalf of the corporation and have done so this the 31 day of JULY, 2008

Nancy Hartford  
(Authorized Signature)

<b>Filing Fee:</b>	
Certificate of Domestication	<b>\$50.00</b>
Articles of Incorporation and Certified Copy	<b><u>\$78.75</u></b>
Total to domesticate and file	<b>\$128.75</b>

ARTICLES OF INCORPORATION

OF

VIRGIN VACATIONS, INC.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

Article 1. Name. The name of the Corporation is: VIRGIN VACATIONS, INC. The principal office of the Corporation is 4700 Millenia Blvd., Suite 405, Orlando, Florida 32839 and the mailing address is 20 N. Orange Avenue, Suite 600, Orlando, Florida 32801.

Article 2. Duration. The duration of the Corporation is perpetual.

Article 3. Purpose. The general purposes for which the Corporation is organized are the following:

A. To engage in and transact any lawful business for which corporations may be incorporated under the Florida Business Corporation Act. No other purpose limits this general purpose in any way.

B. To do such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them.

Article 4. Capital Stock. The aggregate number of shares which the Corporation shall have authority to issue is Ten Thousand (10,000) shares.

Article 5. Initial Registered Office and Agent. The street address of the initial Registered Office of the Corporation is 20 N. Orange Avenue, Suite 600, Orlando, Florida 32801 and the name of the initial Registered Agent at that address is Hendry, Stoner, Calandrino & Brown, P.A.

Article 6. Initial Board of Directors. The number of Directors constituting the initial Board of Directors is four (4). The number of Directors may be increased or decreased from time to time in accordance with the Bylaws but shall never be less than one. The name and address of the initial Directors of the Corporation are as follows:

Amanda Wills  
The Galleria  
Station Road, Crawley  
West Sussex, RH10 1WW  
United Kingdom

Grant McCarthy  
The Galleria  
Station Road, Crawley  
West Sussex, RH10 1WW  
United Kingdom

Stephen Ridgway  
The Office, Manor Royal  
Crawley Business Center  
Crawley, RH10 9NU  
United Kingdom

Julie Southern  
The Office, Manor Royal  
Crawley Business Center  
Crawley, RH10 9NU  
United Kingdom

Article 7. Officers. The names of the initial officers of the Corporation are:


Nigel Osborne	-	President
Alex Harris	-	Treasurer
Nancy Hartford	-	Secretary
Ian de Sousa	-	Assistant Secretary

Articles 8. Incorporators. The name and address of each Incorporator is as follows: G. Steven Brown, 20 N. Orange Avenue, Suite 600, Orlando, Florida 32801.

Article 9. Indemnification. The Corporation shall indemnify each Officer and Director, including former Officers and Directors, to the full extent permitted by law.

Article 10. Bylaws. The power to adopt, alter, amend and repeal the Bylaws shall be vested in the Board of Directors, but all alterations, amendments and repeals of the Bylaws must be approved by a majority of the Shareholders.

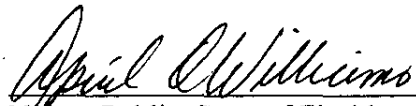
**IN WITNESS WHEREOF**, the undersigned have signed these Articles of Incorporation on this 2nd day of October, 2008.

  
G. Steven Brown

STATE OF FLORIDA)  
COUNTY OF ORANGE)

Before me personally appeared G. STEVEN BROWN, to me well known and known to me to be the person described in and who executed the foregoing Articles of Incorporation and he acknowledged to and before me that he executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal this 2nd day of October, 2008.

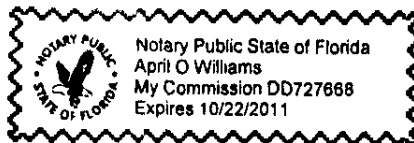


Notary Public, State of Florida at Large

Typed Name of Notary Public

Commission No.:

(NOTARY SEAL)



ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the appointment as Registered Agent of VIRGIN VACATIONS, INC., which is contained in the foregoing Articles of Incorporation. I am familiar with and accept the obligations of Section 607.0505 F.S.

DATED this 2<sup>nd</sup> day of October, 2008.

HENDRY, STONER, CALANDRINO & BROWN, P.A.

By:   
G. Steven Brown

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