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SUPERIOR VACATION RESALE, INC.

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Amend & Restated
Articles/MC
6/19/09



June 18, 2009

FLORIDA DEPARTMENT OF STATE

Division of Corporations

SUPERIOR VACATION RESALE, INC.
2050 NEWTOWN RD.
GROVELAND, FL 34736US

SUBJECT: SUPERIOR VACATION RESALE, INC.
REF: P09000013225

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

A certificate must accompany the Restated Articles of Incorporation setting forth one of the following statements: (1) The restatement was adopted by the board of directors and does not contain any amendments requiring member approval; OR (2) If the restatement contains an amendment requiring member approval, the date of adoption of the amendment by the members and a statement that the number of votes cast for the amendment was sufficient for approval.

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Sylvia Gilbert
Regulatory Specialist II

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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CERTIFICATE OF CORPORATE RESOLUTION

OF

SUPERIOR VACATION RESALE, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THAT pursuant to Sec. 607.1005, Fla. Stat., the undersigned, being the original sole director of the corporation, SUPERIOR VACATION RESALE, INC.; and the corporation not yet having issued its shares to any shareholders, held a meeting of the Board of Directors and Incorporators on June 8, 2009, at which time the Board of Directors unanimously adopted the following Resolution without shareholder approval, as shareholder approval is not required:

RESOLVED, that the corporation SUPERIOR VACATION RESALE, INC., is hereby authorized to amend the Articles of Incorporation to amend the name of the Corporation to reflect the new name as follows: SUPERIOR VACATION MARKETING, INC., and to amend the name of the Directors, Officers, and Registered Agent of the Corporation, and further authorized the Incorporator, ANGIE FINCANNON to file a Restated and Amended Articles of Incorporation of the Corporation reflecting the amendment and changes adopted unanimously by Board of Directors at the June 8, 2009 meeting.

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It is further resolved, that ANGIE FINCANNON, is hereby authorized to execute the Amended and Restated Articles of Incorporation, adopting the above stated amendments and changes, and is further authorized to file them with the Department of State.

The Corporation hereby approves and ratifies all the actions of ANGIE FINCANNON taken for the purpose of accomplishing the Amendment and Restatement to the Articles of Incorporation, as contemplated by resolutions adopted at the Board of Director's meeting.

IN WITNESS WHEREOF, the undersigned, as the original sole DIRECTOR of the Corporation, has executed the foregoing on the 18 day of June, 2009.

(Seal)

SUPERIOR VACATION RESALE, INC.

By: Angie Fincannon
ANGIE FINCANNON, as original sole
Director of the Corporation and original
Incorporator

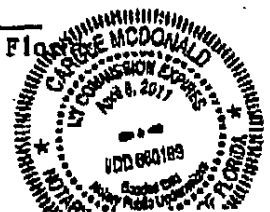
STATE OF FLORIDA)
COUNTY OF SEMINOLE)

BEFORE ME, a Notary Public, personally appeared ANGIE FINCANNON, to me known to be the person described herein as the Director of of SUPERIOR VACATION RESALE, INC. and who executed the foregoing in that capacity this 18 day of June, 2009.

18 WITNESS my hand and official seal at Palm Beach, Florida this ___ day of June, 2009.

C. McDonald
NOTARY PUBLIC, STATE OF FLORIDA

My Commission Expires: 04-08-2011



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6

AMENDED AND RESTATED ARTICLES OF INCORPORATION

OF

SUPERIOR VACATION MARKETING, INC.

Pursuant to the provision of the Chapter 607 of the Florida Statutes, the Articles of Incorporation of SUPERIOR VACATION RESALE, INC.. were filed on February 12, 2009 under file no. P09000013225, for the purpose of forming a Florida corporation under the laws of the State of Florida.

The undersigned, pursuant to the provision of the Chapter 607 of the Florida Statutes, for the purposes of amending the name of the Corporation from SUPERIOR VACATION RESALE, INC. to SUPERIOR VACATION MARKETING, INC., and for purposes of amending other Articles of the initial Articles of Incorporation, and restating its Articles of Incorporation, does hereby submit the following as its Amended and Restated Articles of Incorporation of SUPERIOR VACATION MARKETING, INC.. Upon such filing, these Amended and Restated Articles of Incorporation, shall supersede all prior Articles of Incorporation and amendments thereto, and theses Amended and Restated Articles of Incorporation, including any further amendment or changes made, shall become the company's Articles of Incorporation.

ARTICLE I - CORPORATE NAME

The name of the Corporation is SUPERIOR VACATION MARKETING, INC.

ARTICLE II - NATURE OF BUSINESS AND POWERS

The general nature of the business to be transacted by this Corporation is to engage in the business of advertising, promoting, marketing, telemarketing, and sale of advertising, marketing, and promotion programs, for business entities and individuals, in all available media, and to make and carry out contracts of every kind and character that may be proper, incidental or conducive to the accomplishment of such purposes, and to transact any other lawful business allowed under the laws of the State of Florida.

The corporation shall exercise any and all powers that corporations have and may exercise under the laws of the State of Florida and as the same may be amended. To do all and everything necessary, suitable, or proper for the accomplishment of any of the purposes, the

Articles prepared by:
Sylvia Alarcon Sparler, Esq.
Florida Bar No. 900974
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West Palm Beach, FL 33405
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attainment of any of the objects, or the exercise of any of the powers herein set forth, either alone or in conjunction with other corporations, firms, individuals, and with principals or agents, and to do every other act or acts, thing or things, incidental or appurtenant to or growing out of or connected with the above mentioned objects, purposes, or powers.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to issue and have outstanding at any one time is One Thousand (1,000) shares of common stock having a par value of One Dollar (\$1.00) per share.

Shares may be issued only for a consideration having value, in the judgment of the Board of Directors, at least equivalent to the full par value of the stock to be issued. All shares issued shall be fully paid and non-assessable.

ARTICLE IV - TERM OF EXISTENCE

This corporation shall have perpetual existence.

ARTICLE V - REGISTERED AGENT AND INITIAL REGISTERED OFFICE

The initial Registered Agent and the street address of the corporation in the State of Florida shall be:

HELMUT K. GOELLNITZ
30 Skyline Drive, Suite 220, Lake Mary, FL 32746

ARTICLE VI - CORPORATION'S PRINCIPAL OFFICE

The initial principal office of the corporation shall be at 30 Skyline Drive, Suite 220, Lake Mary, FL 32746. The Board of Directors may, from time to time, move the principal office of the corporation to any other address in the State of Florida.

The Board of Directors may, from time to time, move the Registered Office to any other address in the State of Florida.

The mailing address of the corporation shall be 6742 Forest Hill Blvd., Suite 261, West Palm Beach, FL 33417.

ARTICLE VII - BOARD OF DIRECTORS

This corporation shall have two (2) directors initially. The number of directors may be increased or diminished from time to time by laws adopted by the stockholders, but shall never be less than two (2).

ARTICLE VIII - INITIAL DIRECTORS

The names of the initial directors of this corporation and their street addresses are:
Angie Fincannon, 2050 Newtown Road, Grovland, FL 34736

Helmut K. Goellnitz, 6742 Forest Hill Blvd., Suite 261, West Palm Beach, FL 33417

The persons named as initial directors shall hold office for the first year of existence of this corporation or until their successors are elected or appointed and have qualified, whichever occurs first.

ARTICLE IX - INITIAL OFFICERS

The names of the initial officers of this corporation and their street address

Angie Fincannon, President, 2050 Newtown Road, Groveland, FL 34736

Helmut K. Goellnitz, Vice-President, Treasurer and Secretary, 6742 Forest Hill Blvd., Suite 261, West Palm Beach, FL 33417.

The persons named as initial officers shall hold office for the first year of existence of this corporation or until their successors are elected or appointed and have qualified, whichever occurs first.

ARTICLE X - ORIGINAL INCORPORATOR

The name and street address of the original initial incorporator was:

ANGIE FINCANNON

2050 Newtown Road, Groveland, FL 34736

ARTICLE XI - PREEMPTIVE RIGHTS

The corporation elects to have preemptive rights, pursuant to Section 607.0630, Florida Statutes, as amended from time to time.

ARTICLE XII - CONFLICT OF INTEREST

No contract between this corporation and another corporation or another individual shall be invalidated by reason of the fact that the one or more of the officers or directors of this corporation are officers or directors of the said other corporation, or by reason of the fact that one or more of the officers or directors of this corporation may be the other individual or individuals contracting with this corporation.

ARTICLE XII - AMENDMENT

The Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders' meeting by at least a majority of the stock entitled to vote thereon, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned, as the original Incorporator, has executed the foregoing Amended and Restated Articles of Incorporation as of the 15 day of June, 2009.

Angie Fincannon
ANGIE FINCANNON

STATE OF FLORIDA)

COUNTY OF ~~PALM BEACH~~ SEMINOLE

BEFORE ME, a Notary Public, personally appeared, Angie Fincannon () who is personally known to me or () or who produced the following type of identification FLORIDA DL to be the person described as Incorporator and who executed the foregoing Amended and Restated Articles of Incorporation, and acknowledged before me that she subscribed to these Amended and Restated Articles of Incorporation.

WITNESS my hand and official seal at LAKE MARY FL, Florida this 15TH day of June, 2009.

C. McDonald
NOTARY PUBLIC, STATE OF FLORIDA

My Commission Expires: 04.05.2011



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

Pursuant to Sec. 607.0501, Florida Statutes, the following is submitted, in compliance with said Act:

That SUPERIOR VACATION MARKETING, INC., desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, at Lake Mary, Florida has named **HELMUT K. GOELLNITZ, 30 Skyline Drive, Suite 220, Lake Mary, FL 32746**, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

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 agree to comply with the provisions of said Act relative to keeping open said office.


HELMUT K. GOELLNITZ

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