

95 000024348

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870
 Mailing Address: Post Office Box 10349, Tallahassee, FL 32302
 TOLL FREE No. 1-800-342-8062
 FAX (904) 222-1222

RE: RSVP/Variety Vacations, Inc

NAME _____
 FIRM _____
 ADDRESS _____

 PHONE () _____

Service: Top Priority _____ Regular _____
 One Day Service Two Day Service

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

FILED
 95 MAR 27 PM 3:01
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

AB 3/27/95

REQUEST	TAKEN	CONFIRMED	APPROVED
DATE	_____	_____	_____
TIME	_____	_____	CK No. _____
BY	<u>SW</u>	_____	_____

WALK-IN
 Will Pick Up 327 11/01

	C.C. FEE.	DISBURSED
<input checked="" type="checkbox"/> Capital Express™		
<input checked="" type="checkbox"/> Art. of Inc. File		
_____ Corp. Record Search		
_____ Ltd. Partnership File		
_____ Foreign Corp. File		
<input checked="" type="checkbox"/> () Cert. Copy(s)		
_____ Art. of Amend. File	100001440371	
_____ Dissolution/Withdrawal	-03/27/95-01047-005	
_____ C U S-	****122.50 ****122.50	
_____ Fictitious Name File		
_____ Name Reservation		
_____ Annual Report/Reinstatement		
_____ Reg. Agent Service		
_____ Document Filing		
_____ Corporate Kit		
_____ Vehicle Search		
_____ Driving Record		
_____ Document Retrieval		
_____ UCC 1 or 3 File		
_____ UCC 11 Search		
_____ UCC 11 Retrieval		
_____ File No.'s, _____ Copies		
_____ Courier Service		
_____ Shipping/Handling		
_____ Phone ()		
_____ Top Priority		
_____ Express Mail Prep.		
_____ FAX () pgs.		
SUBTOTALS		

FEE.....	\$
DISBURSED.....	\$
SURCHARGE.....	\$
TAX on co-locate supplies.....	\$
SUBTOTAL.....	\$
PREPAID.....	\$
BALANCE DUE.....	\$
	\$

Please remit invoice number with payment
TERMS: NET 10 DAYS FROM INVOICE DATE
 1 1/2% per month on Past Due Amounts
 Past 30 Days, 18% per Annum

THANK YOU
 from
 Your Capital Connection

**ARTICLES OF INCORPORATION
OF**

RSVP/VARIETY VACATIONS, INC.

FILED

95 MAR 27 PM 3:00
CLERK OF DISTRICT COURT
STATE OF FLORIDA

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act hereby adopts the following **Articles of Incorporation.**

ARTICLE I - NAME

The name of the corporation shall be **RSVP/VARIETY VACATIONS, INC.**

The principal place of business of this corporation shall be 2526 Tamiami Trail, Suite B, Port Charlotte, Florida.

ARTICLE II - DURATION

The term of existence of the corporation is perpetual.

ARTICLE III - PURPOSE

The purpose for which the corporation is organized is to engage in tour planning and travel sales and all lawful business for which corporation may be incorporated under the Florida General Corporation Act.

ARTICLE IV - CAPITAL STOCK

The aggregate number of shares which the corporation has authority to issue is One hundred (100), all of which shall be common shares with a par value of one dollar (\$1.00) per share.

The corporation is authorized to issue only one class of stock, and all issued stock shall be held of record by not more than ten (10) persons. Stock will be issued and transferred only to (1) natural persons, (2) estates, or (3) a trust described in title 26 United States Code Section 1371 defining a qualified "small business corporation". In addition, no stock shall be issued or transferred to a non-resident alien.

ARTICLE V - PRE-EMPTIVE RIGHTS

No stockholder shall have the right to sell, assign, pledge, encumber, transfer, or otherwise dispose of any of the shares of the corporation without first

offering such shares for sale to the primary stockholders and thereto the corporation at the fair market value thereof. Such offer shall be in writing, signed by the stockholder; shall be sent registered or certified mail to the stockholders of the corporation and then to the corporation's principal place of business; and shall remain open for acceptance for a period of thirty (30) days from the date of mailing. If the stockholders and the corporation fail or refuse within such period to make satisfactory arrangements for the purchase of such shares, the stockholder shall have the right to dispose of his shares as he may see fit.

Upon the death of the stockholder, the aforementioned provisions shall be binding on the heirs, beneficiaries, executor, administrator or personal representative of each stockholder.

Each share certificate issued by the corporation shall have printed or stamped thereon the following legend: "These shares are held subject to certain transfer restrictions imposed by the Articles of Incorporation of the corporation. A copy of such articles is on file at the principal office of the corporation."

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation shall be: 2526 Tamiami Trail, Suite B, Port Charlotte, Florida 33952 and the name of the initial registered agent is RICHARD B. GLATKY.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

The Board of Directors of the corporation shall consist of one (1) member.

The name and street address of the first Board of Director is:

NAME

ADDRESS

RICHARD B. GLATKY

2526 Tamiami Trail, Suite B
Port Charlotte, Florida 33952

ARTICLES VI - INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is:

NAME

RICHARD B. GLATKY

ADDRESS

2526 Tamiami Trail, Suite B
Port Charlotte, Florida 33952

ARTICLE IX - BY LAWS

The power to make, alter, amend, and repeal the Bylaws of the corporation shall be reserved to the stockholders of the corporation.

The stockholders shall have the right to determine in every instance the consideration for which the shares of the corporation shall be issued.

ARTICLE X - INDEMNIFICATION

The corporation shall indemnify any officer or any former officer to the fullest extent permitted by law.

ARTICLE XI - AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation or amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, I have subscribed my name and have executed these Articles of Incorporation on this 23 day of March, 1995.

Richard B. Glatky
INCORPORATOR

STATE OF FLORIDA

COUNTY OF CHARLOTTE

THE FOREGOING INSTRUMENT was acknowledged before me on this 23 day of March, 1995 by **RICHARD B. GLATKY**, who is personally known to me and who did take an oath.

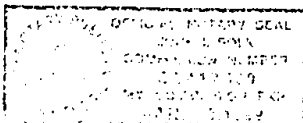
My Commission Expires:

NOTARY PUBLIC

State of Florida-at-Large

Sign: John L. Polk

Print: John L. Polk



**CERTIFICATE DESIGNATING REGISTERED AGENT
AND PLACE OF BUSINESS OR DOMICILE FOR
THE SERVICE OF PROCESS WITHIN FLORIDA, AND
ACCEPTANCE OF AGENT UPON WHOM PROCESS
MAY BE SERVED**

In compliance with Sections 48.091 and 607.034, Florida Statutes,
the following is submitted:

FIRST, that **RSVP/VARIETY VACATIONS, INC.**, desiring to organize
or qualify under the laws of the State of Florida, with its principal place of
business at 2526 Tamiami Trail, Suite B, Port Charlotte, Florida 33952, has
named **RICHARD B. GLATKY**, located at 2526 Tamiami Trail, Suite B, Port
Charlotte, Florida 33952, as its agent to accept service of process within Florida.

DATED this 23 day of March, 1995.

Richard B. Glatky
RICHARD B. GLATKY

HAVING BEEN NAMED to accept service of process for the above-
named 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 performance of my duties.

Richard B. Glatky
RICHARD B. GLATKY
Registered Agent

STATE OF FLORIDA

COUNTY OF CHARLOTTE

23 day of March, 1995, **THE FOREGOING INSTRUMENT** was acknowledged before me this
known to me and who did take an oath.

NOTARY PUBLIC

State of Florida-at-Large

Sign: John L. Bille

Print: John L. Bille

My Commission Expires:

