

**H95000030202**

TO: DIVISION OF CORPORATIONS  
DEPARTMENT OF STATE  
STATE OF FLORIDA  
409 EAST GAINES STREET  
TALLAHASSEE, FL 32399  
FAX: (904) 922-4000

FROM: EMPIRE CORPORATE KIT COMPANY  
1492 W FLAGLER ST  
SUITE 200  
MIAMI FL 33135-  
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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.  
NAME: BEST VALUE VACATIONS, INC.  
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APR-17-1995 11:55 FROM EMPIRE

TO

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FLORIDA DEPARTMENT OF STATE  
Sandra B. Morlham  
Secretary of State

April 17, 1995

EMPIRE CORPORATE KIT COMPANY

MIAMI, FL

SUBJECT: BEST VALUE CAVATIONS, INC. \*OR\* BEST VALUE VACATI  
O N S, I N C.  
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We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

The corporate name must be identical throughout the document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

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Loria Poole  
Corporate Specialist

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APR-18-1995 11:25 FROM EMPIRE

TO

19049224000 P.27



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham  
Secretary of State

April 18, 1995

EMPIRE CORPORATE KIT COMPANY

MIAMI, FL

SUBJECT: BEST VALUE CAVATIONS, INC. \*OR\* BEST VALUE VACATI  
O N S, I N C.  
REF: W95000008158

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You failed to make the correction(s) requested in our previous letter.

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Jerri Weinmann  
Document Examiner

FAX Aud. #: H95000004286  
Letter Number: 695A00017945

Division of Corporations - P.O. Box 6327 - Tallahassee, Florida 32314

(8)

**ARTICLES OF INCORPORATION  
OF  
BEST VALUE VACATIONS, INC.**

The undersigned subscribers to these Articles of Incorporation, hereby form a corporation under the laws of the State of Florida.

**ARTICLE I. NAME**

The name of this corporation is: BEST VALUE VACATIONS, INC.

**ARTICLE II. PURPOSE**

This corporation is organized for the purpose of transacting any or all lawful business and the general nature of the businesses to be transacted by this corporation shall include, but not limited to:

To engage in the travel business and to carry out services incident thereto.

To manufacture, purchase, or otherwise acquire and to own mortgage, pledge, sell, assign, transfer or otherwise dispose of, and to invest in, trade in, deal in and with goods, wares, merchandise, real and personal property, and services of every class, kind and description.

To conduct business in, have one or more offices in, and buy, hold mortgage, sell, convey, lease or otherwise dispose of real and personal property, including

Prepared by:

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165 South Miami Avenue  
Penthouse One  
Miami, Florida 33130  
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305-372-1333

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JULIA S. SUTHERLAND

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patents, copyrights, trademarks and licenses in the State of Florida, and in all other states, districts, territories, countries or colonies. To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness, and execute such mortgages, transfers of corporate property or other instruments to secure the payment.

To purchase the corporate assets of any other corporation and engage in the same or other character of business.

To acquire by purchase, subscription or otherwise, and to receive, hold, own, guarantee, sell, assign, exchange, underwrite, transfer, mortgage, pledge or otherwise dispose of or deal in and with any of the shares of the capital stock, or any voting trust certificates in respect of the shares of capital stock, scripts, warrants, rights, bonds, debentures, notes, trust receipts, and other securities, obligations, chosen in action and evidence of indebtedness or interest issued or created by any corporation, joint stock companies, syndicates, associations, firms, trust, or persons, public or private, or by the government, or by any state, territory, province, municipality or other political subdivision or by any governmental agency, and as owner thereof to possess and exercise all the rights, power and privileges of ownership, including the right to execute consents and vote thereon, and to do any and all acts and things necessary or advisable for the preservation, protection, improvement and enhancement in value thereof.

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In general, to carry on any other business in connection with the foregoing, and to have and exercise all the powers conferred by the laws of Florida upon corporations formed under its laws, and to do any or all things hereinbefore set forth to the same

extent as natural persons might or could do.

### ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is 500 shares of common stock with a par value of \$1.00.

All the aforementioned stock is to be issued as fully paid for and exempt from assessment.

The capital stock is being issued pursuant to section 1244 of the Internal Revenue Code, the pertinent provisions of which are hereby incorporated herein by reference and made a part hereof.

### ARTICLE IV. TERM OF EXISTENCE

This corporation is to exist perpetually.

### ARTICLE V. INITIAL PRINCIPAL OFFICE AND REGISTERED AGENT

The street address of the initial principal office of this corporation is 155 South Miami Avenue, Penthouse One, Miami, Florida 33130.

The name of the initial Registered Agent of this corporation is Amable Delgado.

The Board of Directors, may from time to time, move the registered office to any other address in Florida.

### ARTICLES VI. DIRECTORS

This corporation shall have two director(s) initially. The number of directors may be increased or decreased from time to time in such a manner as may be prescribed

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by the By-Laws, but shall never be less than one (1).

The corporation shall indemnify and hold harmless each person who shall serve at any time hereafter as a director or officer of the corporation, and any person who serves at the request of this corporation, from and against any and all claims and liabilities to which such person shall become subject by reason of his having heretofore or hereafter been a director or officer of the corporation, or by reason of any action alleged to have been heretofore or hereafter taken or omitted by him as such director or officer, and shall reimburse each person for all legal and other expenses reasonably incurred by him in connection with any such claim or liability provided that no person shall be indemnified against, or be reimbursed for, any expenses incurred in connection with any claim or liability as to which it shall be adjudged that such officer or director is liable for negligence or willful misconduct in the performance of his duties.

The rights occurring to any person under the foregoing provisions shall not exclude any other right to which he may be lawfully entitled, nor shall anything herein contained restrict the right of the corporation to indemnify or reimburse such person in any proper cause even though not specifically herein provided for.

No contract of other transaction between this corporation and any other corporation, and no act of this corporation shall in any way be effected or invalidated by the fact that any of the directors of the corporation pecuniary or otherwise interested in, or are directors or officers of, such other corporation; and director individually, or any firm of which any director may be a member, may be a party to, or may be pecuniary or otherwise interested in, any contract or transaction of the corporation provided that the

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fact that he or such firm so interested shall be disclosed or shall have been known to the Board of Directors or such members thereof as shall be present at any meeting of the Board at which action upon any such contract or transaction shall be taken; and any director of the corporation which is also a director or officer of such other corporation or is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the corporation which shall authorize any such contract or transaction, and may vote thereat to authorize any such contract or transaction, with like force and effect as if he were not such director or officer of such other corporation or not so interested.

**ARTICLE VII.  
INITIAL DIRECTORS AND OFFICERS**

The names and street addresses of the initial directors and initial officers of this corporation are:

Fermin Perez (Director)  
President/Secretary  
155 South Miami Avenue  
Penthouse One  
Miami, Florida 33130

Amable Delgado (Director)  
Treasurer/Vice President  
155 South Miami Avenue  
Penthouse One  
Miami, Florida 33130



## ARTICLE VIII. INCORPORATOR

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

**Amable Delgado  
155 South Miami Avenue  
Penthouse One  
Miami, Florida 33130**

IN WITNESS WHEREOF, the undersigned Incorporator has subscribed to these Articles of Incorporation on this 1 day of April, 1995.

*Amable Delgado*  
AMABLE DELGADO

STATE OF FLORIDA )  
COUNTY OF DADE ) ss.

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared AMABLE DELGADO known to me and known by me to be the person who executed the foregoing Articles of Incorporation and acknowledged before me that he executed these Articles of Incorporation.

IN WITNESS THEREOF, I have hereunto set my hand and affixed my official seal  
in the State and County aforesaid, on this 1 day of April,  
1995.

NOTARY PUBLIC, State of  
Florida at Large

**My Commission Expires:**

NOTARY PUBLIC STATE OF FLORIDA  
My Comm. Expires: Nov. 1, 1976  
FILE IN MEMPHIS

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

In compliance with Section 48.091, Florida Statutes, the following is submitted:

First: That BEST VALUE VACATIONS, INC. is desiring to organize principal place of business at the City of Miami, State of Florida, has named Amable Delgado located at 156 South Miami Avenue, Penthouse One, Miami, Florida 33130, as its agent to accept service of process within Florida.

Signature: *Amable Delgado*

Title: *V. Pres. Dir.*

Date: *4-1-95*

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SOUTHERD DISTRICT OF FLORIDA  
MIAMI, FLORIDA  
APR 19 1995

Having been named to accept service of process for the above-stated corporation, at the place designated in this Certificate of Incorporation, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Signature: *Amable Delgado*

Date: *4-1-95*

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