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TO: DIVISION OF CORPORATIONS FROM: EMPIRE CORPORATE KIT COMPANY

DEPARTMENT OF STATE 1492 W FLAGLER ST

STATE OF FLORIDA

SUITE 200 409 EAST GAINES STREET MIAMI FL 33135-

TALLAHASSEE, FL 32399 CONTACT: RAY STORMONT FAX: (904) 922-4000 PHONE: (305) 541-3694

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(((H95000004286))) DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: BEST VALUE VACATIONS, INC.

FAX AUDIT NUMBER: H95000004286 CURRENT STATUS: REQUESTED

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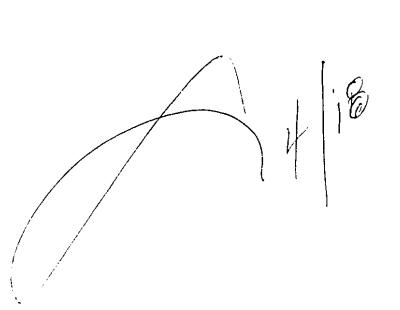
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FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State

April 17, 1995

EMPIRE CORPORATE KIT COMPANY

MIAMI, FL

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

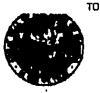
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Loria Poole Corporate Specialist FAX Aud. #: H95000004286 Letter Number: 295A00017760

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



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 VACATIONS, INC. REF: W95000008158

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

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The corporate name must be identical throughout the document.

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Jerri Weinmann Document Examiner

FAH Aud. #: H95000004286 Latter Number: 695A00017945

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

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

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:

Gustavo Gutierrez, Esq. 165 South Miami Avenue Panthouse One Miami, Florida 33130 Florida Bar No. 253154 30 S-37913B 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 piedge bonds, debentures, notes and other evidences of indebtedness, and execute such mortgages, transfers of corporate property or other instruments to secure the payment.

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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.

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

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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 une 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 comporation shall have two director(a) 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 heretofors 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 indomnified 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.

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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

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, Fiorida 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 aubscriber to these Articles of Incorporation is:

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

IN WITNESS WHEREOF, the und	dereigned incorporator has subs	cribed to these
Articles of incorporation on this	day of April	1995.
	AMABLE DELGADO	
STATE OF FLORIDA	•	
STATE OF FLORIDA)) S8. COUNTY OF DADE)		

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.

My Commission Expires:

My Commission Expires:

Florida at Large

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CERTIFICATE DESIGNATING PLACE OF BUSINESS OF DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGE: IT 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: mole of of	17177	£ 53	
Title: U. Pres. Dir.		113 FH 2	
Date: 4-1-91		(Л (Э)	

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:_	amal Oloula	
		-

Date:_