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CR2E031 (R8-85)

ARTICLES OF INCORPORATION

QF.

CARIBREAN GETAHAYS. INC.

The undersigned subscribers to these Articles of Incorporation, each a natural person, competent to contract, bereby form a closed corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation is:

CARIBBEAN GETAWAYS, INC.

ARTICLE II. NATURE OF BUSINESS

The corporation may engage in any activity or business permitted under the laws of the United States of America, except that it is not to conduct a banking, safe deposit, trust, insurance, surety, express, railroad, canal, telegraph, telephone, or cemetary company, a building and loan association, fraternal benefit society, state fair or exposition.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is FIVE HUNDRED (FIVE HUNDRED) shares of common stock having a nominal or par value of \$1.00 (ONE DOLLAR AND NO CENTS) per share.

ARTICLE IV. INITIAL STOCK

The amount of capital with which this corporation will begin business is \$500.00 (FIVE HUNDRED DOLLARS).

ARTICLE V. TERM OF EXISTENCE

The corporation is to exist perpetually.

ARTICLE VI. ADDRESS

The initial street address of the principal office of the corporation in the State of Florida is:

25 Old Kings Road, North, Suite 3B Palm Coast, Florida 32137

The name of the registered agent is:

GARY A. BLOOM

whose address is:



25 Old Kings Road, North, Suite 3B Palm Coast, Florida 32137

The Board of Directors may, from time to time, move the principal office to any other address within the State of Florida.

ARTICLE VII. DIRECTORS

This corporation shall have two (2) Directors initially. The number of Directors may be increased or diminished from time to time, by By-laws, adopted by the stockholders, but shall never be less than one (1).

ARTICLE VIII. INITIAL DIRECTORS

The names and addresses of the members of the Board of Directors are:

GARY A. BLOOM 25 Old Kings Road, North Suite 3B Palm Coast, Florida 32137 HOWARD STEIN
7 Blythe Ct.
Palm Coast, Florida 32137

The above named Directors shall hold office for the first year of the existence of the corporation or until their successors are elected or appointed and have qualified.

ARTICLE IX. OFFICERS

The initial officers of this corporation are to serve until the first election under these Articles of Incorporation. Their names and residences are:

GARY A. BLOOM
25 Old Kings Road, North
Suite 3B
Palm Coast, Florida 32137
President/Treasurer

HOWARD STEIN
7 Blythe Ct.
Palm Coast, Florida 32137
Vice-President

ARTICLE X. SUBSCRIBERS

The names and street addresses of the subscribers of these Articles of Incorporation are:

GARY A. BLOOM 25 Old Kings Road, North, Suite 3B Palm Coast, Florida 32137

ARTICLE XI. AMENDMENT

These articles of Incorporation may be amended as provided by law. Every amendment shall be approved by the Board of Dirctors, proposed to them by the stockholders, and approved at a Stockholder's meeting by a majority of the stockholders entitled to vote thereon, unless all the Directors and all of the

stockholders sign a written statement manifesting their intention that a certain amendment to these Articles of Incorporation be made.

GARY A . / BLOOM

STATE OF FLORIDA COUNTY OF FLAGLER

I HEREBY CERTIFY that on this day, before me, a Notary Public, duly authorized and empowered to take acknowledgments and administer oaths in the State and County aforesaid, personally appeared GARY A. BLOOM, who is personally known to me or who produced FDI as identification and who did take an oath and is the subscriber to these Articles of Incorporation.

APRIL. 1995.

GILBERT REVSON MILLS
Notary Public, State of Florida
My comm. expires Dec. 15, 1985
No. CC187614

Notary Public, State of Florida

at Large

My commission expires:

CERTIFICATE

Pursuant to Section 48.091, Florida Statutes, the following is submitted in compliance with said Act:

1. CARIBBEAN GETAWAYS, INC., desiring to organize under the laws of the State of Florida with its registered office as indicated in the Articles of Incorporation, at the City of Palm Coast, has named GARY A. BLOOM located at the address of 25 Old Kings Road, North, Suite 38, Palm Coast, Florida, as its agent to accept service of process within the State of Florida.

ACKNOWLEDGMENT. Having been named to accept service of process for the above stated corporation, at the place designated in the Certificate, I hereby accept to act in that capacity, and agree to comply with the provisions of said Act relative to keeping open said office.

GARY A. BLOOM