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800-347-8086

TALLAHASSEE, FL 32301

904/222-0171

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networks

PRENTICE HALL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 621320 869011

AUTHORIZATION :

Patricia Pyzik

COST LIMIT : \$ 70

ORDER DATE : June 16, 1995

ORDER TIME : 9:54 AM

ORDER NO. : 621320

CUSTOMER NO: 869011

100001515151

CUSTOMER: Mr. Jamie Hall
PRENTICE HALL LEGAL &
FINANCIAL SERVICES, INC.
500 Central Avenue

Albany, NY 122062290

DOMESTIC FILING

NAME: UNIQUE ESCAPES INC.

☒ ARTICLES OF INCORPORATION
☐ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

☐ CERTIFIED COPY
☒ PLAIN STAMPED COPY
☐ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Gail L. Shelby

EXAMINER'S INITIALS:

T. BROWN JUN 16 1995

FILED
JUN 16 PM 1:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**Keith
Mack
Lewis
Cohen &
Lumpkin**
ATTORNEYS AT LAW
SINCE 1947

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Charles D. Lamm	Norman S. Segal	
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Jack S. Lewis	Henry B. Tushnet	

June 14, 1995

Secretary of State
State of Florida
409 E. Gaines Street
Tallahassee, Florida 32301

Re: Unique Encaps., Inc.

Dear Sir/Madam:

This is to consent to the use of the referenced corporate name by the law firm of Cooperman, Levitt, Winikoff, Laster & Newman, P.C. If any further information is required, please advise.

Sincerely yours,

Alan Rosenthal

Alan Rosenthal

AR/mia

Release

ARTICLES OF INCORPORATION
OF
UNIQUE ESCAPES INC.

FILED
95 JUN 16 PM 1:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, being an individual, does hereby act as incorporator in adopting the following Articles of Incorporation for the purpose of organizing a corporation for profit, pursuant to the provisions of the Florida Business Corporation Act.

FIRST: The corporate name for the corporation (hereinafter called the "corporation") is UNIQUE ESCAPES INC.

SECOND: The street address, wherever located, of the principal office of the corporation is 7610 Southwest 61st Avenue, Miami, Fl 33143.

THIRD: The number of shares that the corporation is authorized to issue is 100, all of which are without par value and are of the same class and are Common shares.

FOURTH: The street address of the initial registered office of the corporation in the State of Florida is c/o The Prentice-Hall Corporation System, Inc., 1201 Hays Street, Suite 105, Tallahassee, Florida 32301.

The name of the initial registered agent of the corporation at the said registered office is The Prentice-Hall Corporation System, Inc.

The written acceptance of the said initial registered agent, as required by the provisions of Section 607.0501(3) of the Florida Business Corporation Act, is set forth following the signature of the incorporator and is made a part of these Articles of Incorporation.

FIFTH: The name and the address of the incorporator is:

NAME
Mark Anspacher

ADDRESS
500 Central Avenue
Albany, NY 12206

SIXTH: No holder of any of the shares of any class of the corporation shall be entitled as of right to subscribe for, purchase, or otherwise acquire any shares of any class of the corporation which the corporation proposes to issue or any rights or options which the corporation proposes to grant for the purchase of shares of any class of the corporation or for the purchase

of any shares, bonds, securities, or obligations of the corporation which are convertible into or exchangeable for, or which carry any rights to subscribe for, purchase, or otherwise acquire shares of any class of the corporation; and any and all of such shares, bonds, securities, or obligations of the corporation, whether now or hereafter authorized or created, may be issued, or may be reissued if the same have been reacquired and if their reissue is not prohibited, and any and all of such rights and options may be granted by the Board of Directors to such individuals and entities, and for such lawful consideration, and on such terms, as the Board of Directors in its discretion may determine, without first offering the same, or any thereof, to any said holder.

SEVENTH: The purposes for which the corporation is organized, which shall include the authority of the corporation to engage in any lawful business for which corporations may be organized under the Florida Business Corporation Act, are as follows:


To engage in the business of tour operator, tour wholesaler, travel agent and hotel representative.

EIGHTH: The duration of the corporation shall be perpetual.

NINTH: The corporation shall, to the fullest extent permitted by the provisions of the Florida Business Corporation Act, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said provisions from and against any and all of the expenses, liabilities, or other matters referred to in or covered by said provisions, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, vote of shareholders or disinterested directors, or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such a person.

TENTH: Whenever the corporation shall be engaged in the business of exploiting natural resources or other wasting assets, distributions may be paid in cash out of depletion or similar reserves at the discretion of the Board of Directors and in conformity with the provisions of the Florida Business Corporation Act.

Signed on June 15, 1995.


Mark Anspacher, Incorporator

Having been named as registered agent and to accept service of process for the above-named corporation at the place designated in these Articles of Incorporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

THE PRENTICE-HALL CORPORATION SYSTEM, INC.

By: *Dolores Burton*
Dolores Burton, Assistant Secretary

Date: June 15, 1995

C4045-114788

FILED
95 JUN 16 PM 1:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA