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(((H95000007242)))
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NAME: SUNSHINE GETAWAYS INTERNATIONAL, INC.
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TALLAHASSEE, FLORIDA

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DIVISION OF CORPORATIONS

ARTICLES OF INCORPORATION

(7)

OF

SUNSHINE GETAWAYS INTERNATIONAL, INC.

The undersigned, acting as Incorporators of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation:

1. Name. The name and address of this corporation is

SUNSHINE GETAWAYS INTERNATIONAL, INC.
150 N.W. 168 Street,
North Miami Beach, FL 33169

2. Duration: The period of its duration is perpetual.

3. Purpose. The general purpose for which the corporation is initially organized is to engage in any activities or business permitted under the laws of the United States and of the State of Florida.

4. Capital Stock. The corporation is authorized to issue 1000 shares, all of one class, at \$1.00 par value.

5. Initial Registered Agent. The name and address of the initial registered agent of this corporation is as follows:

STEVEN B. SPRECHMAN, ESQ.
GLENDALE FEDERAL BANK BLDG
18305 Biscayne Blvd
Suite 213
North Miami Beach, FL 33160
(305) 931-0100

6. Initial Board of Directors. This corporation shall have one (1) director initially. The number of directors may be either increased or decreased from time to time by an amendment of the bylaws of the corporation in the manner provided by law, but shall never be less than one (1).

PREPARED BY: **STEVEN B. SPRECHMAN ESQ.**
18305 Biscayne Blvd., Suite 213
North Miami Beach, FL 33160
(305) 931-0100
Florida Bar #341479

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The names and addresses of the initial directors of this corporation is:

NAME

ADDRESS

ALAN LEVINE

150 N.W. 168th Street
North Miami Beach, Florida 33169

7. Incorporators. The name and address of the incorporator signing these Articles of Incorporation is:

NAME

ADDRESS

ALAN LEVINE

150 N.W. 168th Street
North Miami Beach, Florida 33169

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

9. Non-resident Directors. Directors need not be residents of this state or shareholders unless Articles of Incorporation or Bylaws so require.

10. Pre-emptive Rights. Each shareholder of this corporation shall have the first right to purchase shares of any class, kind or series of stock in this corporation that may from time to time be issued, including shares from the treasury of this corporation, in the ratio that the number of shares he holds at the time of issue bears to the total number of shares outstanding, exclusive of treasury shares. This right shall be deemed waived by any shareholder who does not exercise it any pay for the shares pre-empted within thirty (30) days of receipt of a notice in writing from the corporation, stating the prices, terms and conditions of the issue of shares, and inviting him to exercise his pre-emptive rights. This right may also be waived by affirmative written waiver submitted by the shareholder to the corporation within thirty (30) days of receipt of notice from the corporation.

11. Management of Corporation by Directors. All corporate powers shall be exercised by or under the authority of, and the business and affairs of this corporation shall be managed under the direction of, the Board of Directors of this corporation.

12. General Powers. This corporation shall have the general power:

A. To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced.

B. To purchase, take, receive, lease, or otherwise acquire, own, hold, and prove, use, and otherwise deal in and with real property and personal property or any interest therein, wherever situated.

C. To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets.

D. To lend money to, and use its credit to assist, its officers and employees in accordance with the Florida General Corporation Act.

E. To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, share or other interests in, or obligations of, other domestic or foreign corporation, associations, partnerships, or individuals.

F. To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income.

G. To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested.

H. To conduct its business, carry on its operations, and have offices and exercise the powers granted by the Florida General Corporation Act within or without the state.

I. To elect or appoint officers and agents of the corporation and define their duties and fix their compensation.

J. To make and alter bylaws, not inconsistent with its Articles of Incorporation or with the laws of the State of Florida, for the administration and regulation of the affairs of the corporation.

K. To make donations for the public welfare or for charitable, scientific, or educational purposes.

L. To transact any lawful business which the Board of Directors shall find will be in aid of governmental policy.

M. To pay pensions and establish either pension plans, profit sharing plans, stock bonus plans, stock option plans, and any other incentive plans for any or all of its directors, officers, and employees and for any or all of the directors, officers, and employees of its subsidiaries.

N. To be a promoter, incorporator, general partner, limited partner, member, associate, or manager of any corporation, partnership, limited partnership, joint venture, trust, or other enterprise.

O. To have and exercise all powers necessary or convenient to effect its purposes.

13. Meetings by Conference Telephone. Members of the Board of Directors may participate in special meetings of the Board of Directors by means of conference telephone or other similar communications equipment as provided by law; but regular and annual meetings of the Board of Directors must be attended in fact in person by each director.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 28 day of June, 1995.


ALAN LEVINE, INCORPORATOR

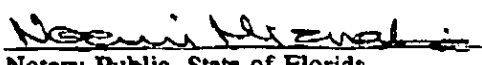

STEVEN B. SPRECHMAN,
REGISTERED AGENT

STATE OF FLORIDA

COUNTY OF DADE

BEFORE ME, the undersigned authority, personally appeared ALAN LEVINE and STEVEN B. SPRECHMAN ESQ., to me known to be the persons who executed the foregoing Articles of Incorporation, and they acknowledged to and before me that they executed such instrument.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 28 day of June, 1995


Notary Public, State of Florida



NOEMI MIZRAHI
My Comm Exp. 10/01/96
Bonded By Service Ins
No. CC233839
Notary Public 11000 L.O.

My Commission Expires:

**CERTIFICATE DESIGNATING (OR CHANGING) PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON
WHOM PROCESS MAY BE SERVED.**

In pursuance of Chapter 607.34 Florida Statutes, the following is submitted, in compliance with said Act:

First that SUNSHINE GETAWAYS INTERNATIONAL, INC. desiring to organize under the laws of the State of Florida with its principal office, as indicated in the articles of incorporation at City of North Miami Beach, County of Dade, State of Florida, has named STEVEN B. SPRECHMAN ESQ. located at Glendale Federal Bank Bldg., 18305 Biscayne Blvd. Suite 213, North Miami Beach, Florida 33160, of the City of North Miami Beach, County of Dade, State of Florida, as its agent to accept service of process within this State.

ACKNOWLEDGEMENT:

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

By: 

**STEVEN B. SPRECHMAN,
REGISTERED AGENT**

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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