

P 960000 9238

CAPITAL CONNECTION, INC.
 417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904) 224 8870
 Mailing Address: Post Office Box 10349, Tallahassee, FL 32302
 TOLL FREE N° 1-800-342-8062
 FAX (904) 222-1222

No 52280

RE: C.D.O. - 10 P.C. INC.

NAME _____
 FIRM _____
 ADDRESS _____

PHONE () _____

Service: Top Priority _____ Regular _____
 One Day Service _____ Two Day Service _____

To us via _____ Return via _____

Mailor No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

95 JAN 30 AM 11:26

SEC. OF STATE
 TALLAHASSEE, FLORIDA

☒ Capital Express™
☒ Art. of Inc. File
☐ Corp. Record Search
☐ Ltd. Partnership File
☒ Foreign Corp. File
☐ () Cert. Copy(s)
☐ Art. of Amend. File
☐ Dissolution/Withdrawal
☐ O U B.
☐ Fictitious Name File
☐ Name Reservation
☐ Annual Report/Restatement
☐ Reg. Agent Service
☐ Document Filing
☐ Corporate Kit
☐ Vehicle Search
☐ Driving Record
☐ Document Retrieval
☐ UCC 1 or 3 File
☐ UCC 11 Search
☐ UCC 11 Retrieval
☐ File No.'s, _____ Copies
☐ Counter Service
☐ Shipping/Handling
☐ Phone ()
☐ Top Priority
☐ Express Mail Prep.
☐ FAX () pgs.

SUBTOTALS

FEE.....
 DISBURSED.....
 SURCHARGE.....
 TAX on corporate supplies.....
 SUBTOTAL.....
 PREPAID.....
 BALANCE DUE.....

96 JAN 30 AM 12:29
 RECEIVED
 DIVISION OF CORPORATION

REQUEST TAKEN CONFIRMED APPROVED
 DATE _____
 TIME _____ CK No. _____
 BY _____

WALK-IN
 Will Pick Up 1/30 12:00

Please remit invoice number with payment
 TERMS: NET 10 DAYS FROM INVOICE DATE
 1 1/2% per month on Past Due Amounts
 Past 30 Days, 18% per Annum.

THANK YOU
 from
 Your Capital Con

FILED

96 JAN 30 AM 11:26

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

C.P.O. -O.P.C., INC.

The undersigned for the purpose of forming a corporation under the Florida General Corporation Act, Florida Statutes, Section 607, hereby adopts the following Articles of Incorporation:

ARTICLE I. CORPORATE NAME.

The name of this corporation is C.P.O.-O.P.C., INC.

ARTICLE II - DURATION

The existence of this corporation shall commence with the filing of these Articles. The term of existence of this corporation is perpetual.

ARTICLE III - PURPOSE

The purpose is to engage in any and all business activities permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue One Hundred (100) shares all of one class, at \$1.00 par value common stock.

ARTICLE V. INITIAL REGISTERED OFFICE AND AGENT.

The name and address of the initial registered agent and office of this corporation are as follows:

Lawrence L. Reina
245 126th Avenue
Treasure Island, Florida 33706

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

245 126th Avenue
Treasure Island, Florida 33706

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have one director initially. The number of directors may be either increased or decreased from time to time by the Bylaws.

The name and address of the initial director of this corporation is:

Lawrence L. Reina
245 126th Avenue
Treasure Island, Florida 33706

ARTICLE VII - INCORPORATORS

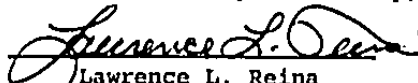
The name and address of the person signing these Articles of Incorporation is:

Lawrence L. Reina
245 126th Avenue
Treasure Island, Florida 33706

ARTICLE VIII - OFFICERS

Lawrence L. Reina	President
Lawrence L. Reina	Vice-President
Lawrence L. Reina	Secretary
Lawrence L. Reina	Treasurer

IN WITNESS WHEREOF, I have subscribed my name this ____ day of January, 1996.


Lawrence L. Reina

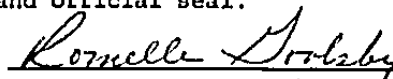
STATE OF FLORIDA
COUNTY OF COLLIER

On this ____ day of January, 1996, before me, the undersigned officer, a Notary Public, personally appeared Lawrence L. Reina, who is personally known to me to be the person whose name is subscribed to the within instrument and he acknowledged that he executed the same for the purpose contained therein.

IN WITNESS WHEREOF, I hereby set my hand and official seal.



ROMELLE GOOLSBY
COMMISSION # CC482810
EXPIRES JULY 23, 1999


Notary Public
Romelle Goolsby
(Print Notary Name)
My commission expires:

DESIGNATION AND ACCEPTANCE OF REGISTERED AGENT

FILED

96 JAN 30 11:11:26

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of F.S. 607.0501, the below named corporation organized under the laws of the State of Florida, submits the following statement in designating the registered agent in the State of Florida.

1. The name of the corporation is C.P.O.-O.P.C., INC.

2. The name of the registered agent is:

Lawrence L. Reina

3. The address of the registered agent is:

245 126th Avenue
Treasure Island, Florida 33706

ACCEPTANCE

Having been named as registered agent and designated to accept service of process for the above corporation, 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.

Date:

1-29-96


Lawrence L. Reina

P96000009238

LEONARD P. REINA, P.A.
ATTORNEY AT LAW

March 7, 1997

Secretary of State
Corporation Division
P.O. Box 6327
Tallahassee, FL 32314

100002117721--6
-03/19/97--01038--001
*****35.00 *****35.00

Re: Articles of Amendment C.P.O.-O.P.C., Inc./
Worldwide Condo Connections, Inc.

Dear Sir or Madam:

Enclosed please find Articles of Amendment for the above-referenced corporation, which we request that you file in your office. In addition, we are enclosing a duplicate original which we request that you stamp and return to us in the envelope provided.

Our check in the amount of \$35.00 is enclosed to cover the filing fee.

Sincerely,


Leonard P. Reina

LPR:bh

Enclosure

nc
FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 MAR 19 PM 12:09
MAR 20 1997

CERTIFIED ARBITRATOR & MEDIATOR

500 5TH AVENUE SOUTH • SUITE 502 • NAPLES, FLORIDA 34102 • 941/263-2059 • FAX 263-2069

SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 MAR 19 PM 12:09

ARTICLES OF AMENDMENT

C.P.O.-O.P.C., INC.

The following provisions of the Articles of Incorporation of C.P.O.-O.P.C., INC., a Florida Corporation, filed in Tallahassee, Florida on January 30, 1996, be and they hereby are amended in the following particulars:

Article I, be and is hereby amended to read as follows:

ARTICLE I. CORPORATE NAME.

The name of this corporation is WORLDWIDE CONDO CONNECTIONS, INC.

The foregoing amendment was adopted by unanimous consent of the Stockholders and Directors of the Corporation on the 4th day of March, 1997.

IN WITNESS WHEREOF, the undersigned President and Secretary of this Corporation have executed these Articles of Amendment this 12th day of March, 1997.

C.P.O.-O.P.C., Inc.

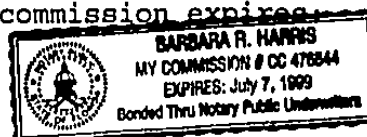
By: Lawrence L. Reina
Lawrence L. Reina
President and Secretary

STATE OF FLORIDA
COUNTY OF COLLIER:

BEFORE ME, the undersigned authority, personally appeared Lawrence L. Reina, known to me to be the person who executed the foregoing Articles of Amendment and he acknowledged before me that he executed such instrument for the purposes therein stated.

12th IN WITNESS WHEREOF, I have hereunto set my hand and seal this day of March, 1997.

Barbara R. Harris
Notary Public
My commission expires:



417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Worldwide Condo
Connections, Inc.

FILED
97 OCT 21 PM 3:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Art of Inc. File _____
 LTD Partnership File 10/21/97 01037--035
 Foreign Corp. File *****35.00 *****35.00
 L.C. File _____
 Fictitious Name File _____
 Trade/Service Mark _____
 Merger File _____
 ✓ Art. of Amend. File Photo
 RA Resignation _____
 Dissolution / Withdrawal _____
 Annual Report / Reinstatement _____
 Cert. Copy _____
 Photo Copy _____
 Certificate of Good Standing _____
 Certificate of Status _____
 Certificate of Fictitious Name _____
 Corp Record Search _____
 Officer Search _____
 Fictitious Search _____
 Fictitious Owner Search _____
 Vehicle Search _____
 Driving Record _____
 UCC 1 or 3 File _____
 UCC 11 Search _____
 UCC 11 Retrieval _____
 Courier _____

RECEIVED
 97 OCT 21 AM 11:24
 DIVISION OF COMPLICATION

Signature

Requested by:

Name _____

Date _____

Time

Walk-In

Will Pick Up

ARTICLES OF AMENDMENT

WORLDWIDE CONDO CONNECTIONS, INC.

The following provisions of the Articles of Incorporation of WORLDWIDE CONDO CONNECTIONS, INC., a Florida Corporation filed in Tallahassee, Florida on March 19, 1997, be and they hereby are amended in the following particulars:

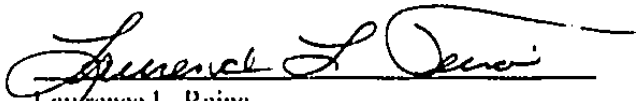
Article 1, be and is hereby amended to read as follows:

ARTICLE 1. CORPORATE NAME.

The name of this corporation is AAA VACATION GUIDE, INC.

The foregoing amendment was adopted by unanimous consent of the Stockholders and Directors of the Corporation on the 1st day of October, 1997.

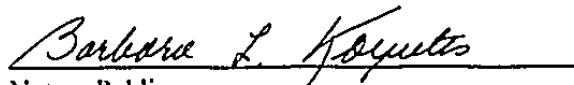
WORLDWIDE CONDO CONNECTIONS, INC.


Lawrence L. Reina
President and Secretary

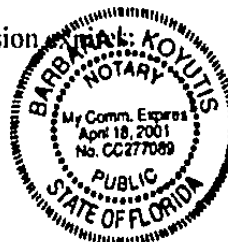
STATE OF FLORIDA
COUNTY OF Pinellas

BEFORE ME, the undersigned authority, personally appeared Lawrence L. Reina, known to me to be the person who executed the foregoing Articles of Amendment and he acknowledged before me that he executed such instrument for the purposes therein stated.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 15th day of October, 1997.


Notary Public

My commission



FILED
97 OCT 21 PM 3:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE OF AMENDMENT OF BYLAWS

OF

WORLDWIDE CONDO CONNECTIONS, INC.


The undersigned, as President of WORLDWIDE CONDO CONNECTIONS, INC., a Florida Corporation, does hereby certify that the following amendment to the Bylaws of the Corporation was duly adopted at a meeting of the Stockholders and Directors held on the 1st day of October, 1997, by unanimous written consent of the Stockholders and Directors as authorized by the Florida General Corporation Act.

RESOLVED as follows:

The Bylaws of the Corporation be amended to change the corporate name of WORLDWIDE CONDO CONNECTIONS, INC. to the corporate name of AAA VACATION GUIDE, INC., as adopted by Articles of Amendment.

Dated: Oct-15-97

WORLDWIDE CONDO CONNECTIONS, INC.

By 
Lawrence L. Reina, President

(Corporate Seal)