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ELECTRONIC FILING COVER SHEET

TO: DIVISION OF CORPORATIONS

FROM: EMPIRE CORPORATE KIT (ANY)

DEPARTMENT OF REVENUE

149 FLORIDA ST

STATE OF FLORIDA

SUITE 200

3700 GAINES STREET

MIAMI FL 33135-3111

TALLAHASSEE FL 32399

CONTACT: (305) 541-3770

FAX: (904) 222-0000

PHONE: (305) 541-3770

FAX: (305) 541-3770

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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: QUANTUM VACATIONS, INC.

FAX AUDIT NUMBER: H90000003174

CURRENT STATUS: REQUESTED

DATE REQUESTED: 03/06/1996

TIME REQUESTED: 10:52:58

CERTIFIED COPIES: 1

CERTIFICATE OF STATUS: 0

NUMBER OF PAGES: 0

METHOD OF DELIVERY: FAX

ESTIMATED CHARGE: \$122.50

ACCOUNT NUMBER: 072450003255

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** ENTER 'M' FOR MENU. **

ENTER SELECTION AND <CR>: 3/06/96

FLORIDA DIVISION OF CORPORATIONS

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10:53 AM

PUBLIC ACCESS

Help F1 Option Menu F2

NUM

Connect: 00:18:4

DEFECTIVE DATE
3-4-96

FILED
96 MAR -7 PM 2:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

W 96-5014
Very Bad copy
R.A. - 6/15

[Handwritten signature]

RECEIVED

2011 MAR 9 - 09:00

RECEIVED



FLORIDA DEPARTMENT OF STATE
Sandra B. Morham
Secretary of State

March 7, 1996

EMPIRE CORPORATE KIT COMPANY

MIAMI, FL

SUBJECT: QUANTUM VACATIONS, INC.
REF: W96000005014

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

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation"); and the registered agent's signature.

The page with Articles VII, VIII and the signature of incorporator is a very bad copy, please lighten and re-fax.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6934.

Loria Poole
Corporate Specialist

FAX Aud. #: H96000003174
Letter Number: 496A00010139

RECEIVED 03/07/96 10:10 AM

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03/11/96

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ARTICLES OF INCORPORATION

OF

QUANTUM VACATIONS, INC.

FILED
MAR -7 PM 2:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED, has executed the following document as incorporator of the above named corporation, a corporation organized under the laws of the State of Florida, and all rights, duties and obligations of the undersigned as incorporator, and those of the corporation, are to be determined in accordance with the laws of the State of Florida.

EFFECTIVE DATE
3-4-96

ARTICLE I

The name of this corporation shall be: QUANTUM VACATIONS, INC.

ARTICLE II

This corporation shall commence existence its effective March 4, 1996 with the filing of these articles of Incorporation by the Department of State, State of Florida, and shall have perpetual existence.

ARTICLE III

The principal place of business and mailing address of this corporation shall be: 5850 Lakahurst Drive, Suite 150-27 Orlando, FL. 32819

ARTICLE IV

The general nature of the business and objects and purposes proposed to be transacted and carried on by this corporation are to do any and all of the things herein mentioned, as fully and to the same extent as natural persons might do, viz:

- (1) Transact any and all lawful business.
- (2) Said corporation shall further have powers:

Harvey D. Freeman
3636 W. Flagler St.
Miami, FL 33135
(205) 448-8586

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To have perpetual succession by its corporate name;
To sue and be sued, complain, and defend in its
corporate name in all actions or proceedings;

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;

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

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;

To lend money to, and use its credit to assist, its
officers and employees in accordance with Florida
Statute §607.141;

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, shares
or other interests in, or obligations of, other
domestic or foreign corporations, associations,
partnerships, or individuals, or direct or indirect
obligations of the United States or any other
government, state, territory, governmental
district, or municipality or of any instrumentality
thereof;

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;

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

To conduct its business, carry on its operations,
and have offices and exercise the powers granted by
this act within or without this state;

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

To make and alter bylaws, not inconsistent with its articles of incorporation or with the laws of this state, for the administration;

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

To transact any and all lawful business which the board of directors shall find will be in aid of governmental policy;

To pay pensions and establish pension plans, profit sharing plans, stock bonus plans, stock option plans, and 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;

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

To have and exercise all powers necessary of convenient to effect its purposes;

To indemnify any person who by reason of the fact that he is or was a director, officer, employee or agent of the corporation to the full extent as permitted by Florida Statute §607.014;

ARTICLE V

The aggregate number of shares which this corporation shall have authority to issue is the total sum of 10,000 shares, having an individual par value of \$1.00. Unless otherwise stated in these articles, or in an amendment to these articles, there shall be only one (1) class of stock of this corporation.

ARTICLE VI

The name and street address of the initial Registered Agent of this corporation shall be: Alexis Freire at 5850 Lakehurst Drive, Suite 150-27 Orlando, FL 32819

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ARTICLE VII

The initial board of Directors shall consist of a total of three person(s) and the name and address of the person(s) who are to serve as an initial director(s) are:

Nelson A. das Virgens Filho
8850 Lakehurst Drive, Suite 180-27
Orlando, FL 32819

Tekin Kashiwaba
8850 Lakehurst Drive
Suite 180-27 Orlando
Florida 32819

A. Walter Comassetto
8850 Lakehurst Drive
Suite 180-27, Orlando
Florida 32819

ARTICLE VIII

The name and address of the incorporators executing these Articles of Incorporation are:

Nelson A. das Virgens Filho
8850 Lakehurst Drive, Suite 180-27
Orlando, FL 32819

Tekin Kashiwaba
8850 Lakehurst Drive
Suite 180-27 Orlando
Florida 32819

A. Walter Comassetto
8850 Lakehurst Drive, Suite 180-27
Orlando, FL 32819

The undersigned has executed these Articles of Incorporation this 4 day March, 1996.


Nelson A. das Virgens Filho


Tekin Kashiwaba


A. Walter Comassetto

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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

First that: QUANTUM VACATIONS, INC.

desiring to organize under the laws of the State of Florida with its principal office, as indicated in the articles of incorporation has named, Alexis Freire located at 5850 Lakehurst Drive, Suite 150-27 Orlando, State of Florida, as its agent to accept service of process within this state.

HAVING BEEN NAMED AS REGISTERED AGENTS AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, WE HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. WE FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF OUR DUTIES, AND WE ARE FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF OUR POSITION AS REGISTERED AGENTS.


ALEXIS FREIRE

FILED
96 MAR -7 PM 2:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Prepared by: Harvey D. Friedman 448-8585
3636 W. Flagler Street
Miami, Florida 33135
Florida Bar 114862

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