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PROFESSIONAL
FINANCIAL SERVICES

FILED

96 MAY -9 PM 2 16

TALLAHASSEE, FLORIDA

FILED

96 MAY -9 PM 2 16

TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032

REFERENCE : 947878 4332656

AUTHORIZATION :

COST LIMIT : \$ 70.00

ORDER DATE : May 9, 1996

ORDER TIME : 11:03 AM

ORDER NO. : 947878

CUSTOMER NO: 4332656

CUSTOMER: Fernando Perez, III, Esq
ANDERSON & ORCUTT

401 E. Jackson
Ste. 2400
Tampa, FL 33602

DOMESTIC FILING

NAME: CONTACT USA HOLIDAYS, INC.

EFFECTIVE DATE:

XXX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XXX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Karen B. Rozar

EXAMINER'S INITIALS:

RECEIVED
96 MAY -9 PM 12:14
DIVISION OF CORPORATION

5-10-96

ARTICLES OF INCORPORATION
OF
CONTACT USA HOLIDAYS, INC.

FILED
96 MAY 14 PM 2 16
CLERK OF DISTRICT COURT
JACKSONVILLE, FLORIDA

ARTICLE I - NAME, PRINCIPAL ADDRESS AND MAILING ADDRESS

The name of the Corporation shall be **CONTACT USA HOLIDAYS, INC.** The principal and mailing address of the corporation shall be 8/9 Indian Pass Village, 19455 Gulf Blvd., Indian Shores, Florida 34635.

ARTICLE II - CAPITAL STOCK

The Corporation is authorized to issue one thousand (1,000) shares of capital stock of the par value of One Dollar (\$1.00) which shall be designated "Common Shares," and all of which shall have the same rights and privileges.

ARTICLE III - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of the Corporation of the same kind, class or series as that which they already hold, shall have the right to purchase their pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE IV - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is 8/9 Indian Pass Village, 19455 Gulf Blvd., Indian Shores, Florida 34635, and the name of the initial registered agent of the Corporation at that address is **ANNA FORLINI**.

ARTICLE V - INCORPORATOR

The name and address of the person signing these Articles of Incorporation is **ANNA FORLINI**, 8/9 Indian Pass Village, 19455 Gulf Blvd., Indian Shores, Florida 34635.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this _____ day of _____, 1996.

ANNA FORLINI
Incorporator

**CERTIFICATE DESIGNATING REGISTERED AGENT AND
PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF
PROCESS WITHIN FLORIDA, AND ACCEPTANCE OF AGENT
UPON WHOM PROCESS MAY BE SERVED**

FILED
MAY -9 PM 2 19
TALLAHASSEE
FLORIDA

In compliance with the, Florida Statutes, the following is submitted:

That **CONTACT USA HOLIDAYS, INC.**, desiring to organize or qualify under the laws of the State of Florida, with its principal office at 8/9 Indian Pass Village, 19455 Gulf Blvd., Indian Shores, Florida 34635, has named **ANNA FORLINI**, 8/9 Indian Pass Village, 19455 Gulf Blvd., Indian Shores, Florida 34635, as its agent to accept service of process within Florida.

Dated: _____

ANNA FORLINI, Incorporator

Having been named to accept service of process for the above named corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper performance of my duties.

ANNA FORLINI
Registered Agent

P960000 40384

Contact U.S.A. Holidays INC.

July 24, 1996

Mrs Trisha Harding
Contact U.S.A. Holidays Inc
5950 Hazeltine National Dr.
Suite 155
Orlando, Fl. 32822

400001933814
-08/27/96--01118--013
*****35.00 *****35.00

Dear Mrs. Harding:

Please allow me at this time to tender my resignation as Vice President of Contact U.S.A. Holidays Inc. effective immediately.

May I personally wish you much success in all your future business endeavors.

Sincerely

Marcelle Hennessey

Marcelle Hennessey

SECRET
DIVISION OF
96 AUG 23 AM 9:42
OFFICE

TEL AUG 23 1996

#8 - 9 Indian Pass Village
19455 Gulf Blvd.
Indian Shores, Florida
U.S.A. 34635
Tel: 407 438-4138
Fax: 407 438-1433



Receptive Tour Operator
Hotels • Transfers • Cruises
Car Rentals • SightSeeing
Attractions Tickets
Air Ticketing • Representation
Destination Management Company

August 15, 1996

FILED
SECRETARY OF STATE
DIVISION OF RECORDS & ADMINISTRATION

96 AUG 23 AM 9:42

Florida Department of State
Divisions of Amendments
P.O. Box 6327
Tallahassee, Florida 32314

TO WHOM IT MAY CONCERN,

I, hereby Marcelle Hennessey have resign my position as Officer of Contact U.S.A Holidays Inc. Document number P96000040384.

I want to decline any responsibilities as Officer of the name company effective immediately. Find enclosed letter of resignation given to the owner Mrs. Patricia Anne Harding.

Sincerely

Marcelle Hennessey

Marcelle Hennessey
3609 Devonswood Dr.
Orlando, Fl. 32806

P96000040384

ANDERSON & ORCUTT, P. A.
Attorneys and Counsellors at Law

STEVEN A. ANDERSON
SCOTT F. BARNETT
B. HERBERT BOATNER JR.
BLAKE D. BRISCOOLD
DETTI ANNE CHONIN
THOMAS W. DANAHY
WILLIAM KENT HIRIO
CHARLES E. KLUG
SAMUEL R. MANDILBAUM
GREGORY J. ORCUTT
FERNANDO PEREZ III
CHARLES C. RAMUS
FREDRICK T. REEVES
MARK G. RODRIGUEZ
ROBIN S. TRIPP
D. FRANK WINKLES
OF COUNSEL

SUNTRUST FINANCIAL CENTRE
401 EAST JACKSON STREET, SUITE 2400
TAMPA, FLORIDA 33602
TELEPHONE (813) 299-7500
FACSIMILE (813) 299-7510

September 3, 1996

1000001314015.1
-09/05/96 - 01005 - 003
*****35.00 *****35.00

Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

Re: Contact USA Holidays, Inc./Statement of Change of
Registered Office/Registered Agent
Our File No. 4160/5789

Dear Madam or Sir:

Enclosed please find an original Statement of Change of
Registered Office/Registered Agent for Contact USA Holidays,
Inc. Also enclosed is our firm check in the amount of \$35.00
representing the filing fee for same.

Please file this Statement as soon as possible. Thank you
for your assistance with this matter. Should you have any
questions concerning this matter, please do not hesitate to
contact me.

Sincerely,

Carol C. Walden
Carol C. Walden
Legal Assistant to
Fernando Perez III

/ccw
Enclosures

SH 9/11

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95 SEP -5 PM 1:04
TALLAHASSEE, FLORIDA

STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT OR BOTH FOR CORPORATIONS

Pursuant to the provisions of sections 607.0502, 617.0502, 607.1508, or 617.1508, Florida Statutes, the undersigned corporation organized under the laws of the State of Florida submits the following statement in order to change its registered office or registered agent, or both, in the State of Florida.

1. The name of the corporation is: CONTACT USA HOLIDAYS, INC.

2. The mailing address of the corporation is: 5950 Hazeltine National Drive, Suite 155
Orlando, FL 32822

3. Date of incorporation/qualification: 5/9/96 Document number: P96000040384

4. The name and address of the current registered agent and office:

Anna Forlini
8/9 Indian Pass Village, 19455 Gulf Boulevard
Indian Shores, FL 34635

5. The name and address of the new registered agent and office: (P.O. Box Not Acceptable)

Fernando Perez III, Esquire
401 E. Jackson Street, Suite 2400
Tampa, FL 33602

The street address of its registered office and the street address of the business office of its registered agent, as changed, will be identical.

Such change was authorized by resolution duly adopted by its board of directors or by an officer so authorized by the board.

Patricia Harding
(Signature of an officer, chairman or vice chairman of the board)

August 22, 1996
(Date)

PATRICIA HARDING, President
(Printed or typed name and title)

Having been named as registered agent and to accept service of process for the above stated 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.

Fernando Perez III
(Signature of Registered Agent)
FERNANDO PEREZ III, ESQUIRE
If signing on behalf of an entity:

8/29/96
(Date)

(Typed or Printed Name)

(Capacity)