

020 HAYS STREET  
TALLAHASSEE, FL 32301-2002  
904-225-5571  
904-222-0100 FAX

000-111-8086

P96000058239



PRIESTLEY HALL  
LEGAL & FINANCIAL SERVICES ACCOUNT NO. : 072100000032

REFERENCE : 016207 5011226

AUTHORIZATION : Patricia P. Pitt

COST LIMIT : \$ 122.50

ORDER DATE : July 11, 1996

ORDER TIME : 9:57 AM

ORDER NO. : 016207

CUSTOMER NO: 5011226

CUSTOMER: Melissa L. Wilson, Legal Asst  
GRAY HARRIS & ROBINSON, P.A.

200001890892

S.e. Bank Building, Suite 1200  
201 E. Pine Street  
Orlando, FL 32801

DOMESTIC FILING

NAME: DIRECT HOLIDAYS, FLORIDA, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Karen B. Rozar

EXAMINER'S INITIALS:

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
96 JUL 11 PM 12:49

RECEIVED  
96 JUL 11 AM 11:05  
DIVISION OF CORPORATIONS

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

96 JUL 11 PM 12:49

ARTICLES OF INCORPORATION  
OF  
DIRECT HOLIDAYS, FLORIDA, INC.

ARTICLE I - NAME

The name of this corporation is Direct Holidays, Florida, Inc. The mailing address of the corporation shall be Oxford House, 182 Upper Richmond Road, Putney, London SW15 2SH, United Kingdom.

ARTICLE II - DURATION

This corporation shall exist perpetually.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 1,000 shares of \$.01 par value common stock.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation shall be:

201 East Pine Street  
Suite 1200  
Orlando, Florida 32801

The name of the initial registered agent of this corporation at that address shall be:

Michael E. Neukamm

ARTICLE VI - INITIAL BOARD OF DIRECTORS

A. This corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time in accordance with the Bylaws, but shall never be less than one (1).

B. The name and address of the initial director of this corporation is as follows:

<u>Name</u>	<u>Street Address</u>
Hugh Boyle	Direct Holidays PLC 182 Upper Richmond Road Putney London SW15 2SH United Kingdom

ARTICLE VII - INCORPORATOR

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

<u>Name</u>	<u>Address</u>
Michael E. Neukamm	201 East Pine Street Suite 1200 Orlando, FL 32801

ARTICLE VIII - BYLAWS

The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors and the shareholders.

ARTICLE IX - AMENDMENT

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.

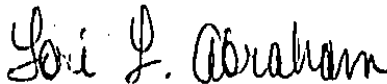
IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 10th day of July, 1996.



Michael E. Neukamm  
Incorporator

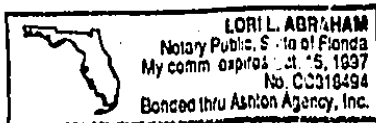
STATE OF FLORIDA    )  
                              )  
COUNTY OF ORANGE    )

The foregoing Articles of Incorporation were acknowledged, before me, on July 10, 1996, by Michael E. Neukamm, who is personally known to me and did not take an oath.



Notary Public

My Commission Expires:



FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

96 JUL 11 PM 12:49

CERTIFICATE OF ACCEPTANCE AS REGISTERED AGENT

Having been named as the registered agent in the Articles of Incorporation of Direct Holidays, Florida, Inc., I hereby accept and agree to act in this capacity.

  
\_\_\_\_\_  
Michael E. Neukamm

mlw\direct\art.inc