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STATE OF FLORIDA
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**COR AMND/RESTATE/CORRECT OR O/D RESIGN
ONLINE VACATION CENTER HOLDINGS CORP.**

Certificate of Status	0
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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APPROVED
AND
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Restated

MAR 16 2015
XENIET J. LEMIEUX

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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
ONLINE VACATION CENTER HOLDINGS CORP.**

THE UNDERSIGNED, as Director and Chairman of ONLINE VACATION CENTER HOLDINGS CORP., a Florida corporation ("Corporation"), does hereby certify that the following have been adopted as the Amended and Restated Articles of Incorporation for the Corporation which amend and restate the amended and restated articles of incorporation (the "Original Articles") which the Corporation filed with the Florida Department of State on March 22, 2006 under Document No. P96000059979.

NOW, THEREFORE, the Original Articles are hereby amended and restated as follows:

ARTICLE 1 - NAME

The name of the Corporation shall be:

ONLINE VACATION CENTER HOLDINGS CORP.

ARTICLE 2 - PURPOSE OF CORPORATION

The Corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under the Florida Business Corporation Act.

ARTICLE 3 - PRINCIPAL OFFICE/MAILING ADDRESS

The principal office and mailing address of the Corporation is:

2307 West Broward Boulevard
Suite 400
Fort Lauderdale, FL 33312

ARTICLE 4 - CAPITAL STOCK

The total number of shares which the Corporation shall have the authority to issue is 80,000,000 shares of common stock (the "Common Stock"). The shares of Common Stock shall have a par value of \$0.0001.

The total number of preferred shares which the Corporation shall have the authority to issue is 1,000,000 shares of preferred stock (the "Preferred Stock"). The shares of Preferred Stock shall have a par value of \$0.0001.

ARTICLE 5 - CORPORATE LIFE

The life of the Corporation is perpetual.

ARTICLE 6 - DIRECTORS

The Corporation shall have at least two (2) directors and no more than seven (7) directors of which two (2) directors shall be "independent" directors (as defined in the Bylaws).

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ARTICLE 7 - INDEMNIFICATION

To the fullest extent permitted by the Florida Business Corporation Act and applicable law, the Corporation shall indemnify, or advance expenses to, any person made, or threatened to be made, a party to any action, suit or proceeding by reason of the fact that such person (i) is or was a director of the Corporation; (ii) is or was serving at the request of the Corporation as a director of another corporation, provided that such person is or was at the time a director of the Corporation; or (iii) is or was serving at the request of the Corporation as an officer of another corporation, provided that such person is or was at the time a director of the Corporation or a director of such other corporation, serving at the request of the Corporation. Unless otherwise expressly prohibited by the Florida Business Corporation Act, and except as otherwise provided in the previous sentence, the Board of Directors of the Corporation shall have the sole and exclusive discretion, on such terms and conditions as it shall determine, to indemnify, or advance expenses to, any person made, or threatened to be made, a party to any action, suit, or proceeding by reason of the fact such person is or was an officer, employee or agent of the Corporation as an officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise. No person falling within the purview of this paragraph may apply for indemnification or advancement of expenses to any court of competent jurisdiction.

ARTICLE 8 - REGISTERED OFFICE AND REGISTERED AGENT

The registered agent and the street address of the registered office of the Corporation in the State of Florida is:

Corporation Service Company
1201 Hayes St.
Tallahassee, FL 32301

ARTICLE 9 - AFFILIATED TRANSACTIONS

The Corporation expressly elects not to be governed by Section 607.0901 of the Florida Business Corporation Act, as amended from time to time, relating to affiliated transactions.

ARTICLE 10 - CONTROL SHARE ACQUISITIONS

The Corporation expressly elects not to be governed by Section 607.0902 of the Florida Business Corporation Act, as amended from time to time, relating to control share acquisitions.

ARTICLE 11 - BYLAWS

The Bylaws of the Corporation may be altered, amended or repealed, and new Bylaws may be adopted only by the majority vote of the shareholders.

* * * * *

The amendments were approved by the Board of Directors of the Corporation at a meeting held on February 17, 2015 and the shareholders of the Corporation by Consent Action dated as of February 17, 2015. The number of votes cast by the shareholders in favor of the amendments was sufficient for approval.

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IN WITNESS WHEREOF, the undersigned Director and Chairman and Registered Agent have executed these Amended and Restated Articles of Incorporation this 17 day of February, 2015.

Edward B. Rudner

Edward B. Rudner, Director and Chairman

THE UNDERSIGNED, named as the registered agent in Article 8 of these Amended and Restated Articles of Incorporation, hereby accepts the appointment as such registered agent, agrees to act in this capacity, and acknowledges that he/she is familiar with, and accepts the obligations imposed upon registered agents under the Florida Business Corporation Act, including specifically Section 607.0505.

Corporation Service Company

By: Melvin Wiener
Name: Melvin Wiener
Title: Asst. VP

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