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Department of State Division of Corporations P. O. Box 6327 Tallahassee, FL 32314

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		(гторозец согро	rate name - must include s	suffix)	
Enclosed is ar	n original and o	one(1) copy of t	he articles of incorpo	ration and a check it	S 33
	\$70.00 Filing Fee	\$78.75 Filing Fee & Certificate	\$122,50 Filing Fee & Certified Copy	\$131.25 Filing Fee, Certified Copy & Certificate	FILED
		. Shirer	•	i d	TE 17
FROM:	<u>William</u>	Eorhan Name	(Printed or typed)		2
	<u>-1800_s.</u>	Ocean Blvd			12.5 12.6 13.6 13.6 13.6 13.6 13.6 13.6 13.6 13
	<u>Pompano I</u>	Beach, Flor City	ida 33062 V, State & Zip) } Q\Q
	(954)	938-2500 Daytime	Telephone number		A SA

NOTE: Please provide the original and one copy of the articles.

1,5 W

Integrated Marketing Professionals



July 17, 1996

Kimberly Rolfe Department of State Division of Corporations 409 E. Gaines Street Tailahassee, Florida 32399

RE: U.S.A. Vacations, Inc.

Dear Kimberly:

Enclosed, find Integrated Marketing Professionals, Inc.'s application for Incorporation of U.S.A. Vacations, Inc. Please contact me if there are further questions.

Thank you for your assistance.

Sincerely,

Kandice Shiver

888 E. Las Olas Blvd., Ste. 700 Fort Lauderdale, Florida 33301 Phone 305.938.2500 Facsimile 305.785.1508

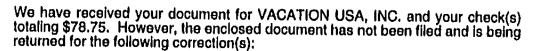


FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State

July 12, 1996

KANDICE SHIVER 888 E. LOS OLAS BLVD. SUITE 900 FORT LAUDERDALE, FL 33301

SUBJECT: VACATION USA, INC. Ref. Number: W96000014637



The entity name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an administratively dissolved entity. Names of administratively dissolved entitles are not available for one year from the date of administrative dissolution unless the dissolved entity provides the Department of State with a notarized affidavit executed as required by section 607.0120, 617.01201, 608.5135 or 608.4482 Florida Statutes, permitting the immediate assumption or use of the name by another entity.

Simply adding "of Florida" or "Florida" to the end of a name does not constitute a difference.

When the document is resubmitted, please return a copy of this letter to ensure proper handling.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

The articles of incorporation must be prepared in compliance with section 607.0202, Florida Statutes. Please refer to this section of the law.

We are enclosing the proper form(s) with instructions for your convenience.

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) 487-6052.

Kimberly Rolfe Document Specialist

Letter Number: 696A00034005

ARTICLES OF INCORPORATION

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be: U.S.A. Vacations, Inc.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

888 East Las Olas Boulevard, Suite 700 Fort Lauderdale, Florida 33301

ARTICLE III SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

5,000

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

William Forhan 1800 S. Ocean Boulevard, Suite 510 Pompano Beach, Florida 33062

FILING FEE: \$70.00

ARTICLE V INCORPORATOR(S)

See instructions for officers/directors

The name(s) and street address(es) of the incorporator(s) to these Articles of incorporation is(are):

Ellen Forhan 1800 S. Ocean Boulevard, Suite 510 Pompano Beach, Florida 33062

The un	dersigned i	ncorporator(s) has(have) executed these Articles of Incorporation this
_16	_ day of _	July	, 1996
(An add	litional arti	cle must be ac	ded if an effective date is requested.)
	•		Ellen Johan Signature
	-	*	Signature
	_		Signature
			Digitature

Notarization is not required

NOTE: Affixing an officer title after a signature of an incorporator does not constitute the designation of officers.

CERTIFICATE OF DESIGNATION OF 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.

1. The name of the corporation	is: U.S.A. Vacations, Inc.	
2. The name and address of the	e registered agent and office is:	
Willia	FI SEONET! TALL4HES	
<u> 1800 s.</u>	Ocean Blyd., Ste #510 P.O. Box or Mail Drop Box NOT ACCEPTABLE)	7 AHH:
Pompano_	Beach, Florida 33062 (CHY/STATE/ZIP)	NOA RIDA

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, 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.

(SIGNATURE) (DATE)

DIVISION OF CORPORATIONS, P. O. BOX 6327, TALLAHASSEE, FL 32314