OFFICE USE ONLY (Document #) -07/30/96--01163 ****122.50 OFFICE USE ONLY CORPORATION NAME(S) & DOCUMENT NUMBER(S) (If known): (Corporation Name) (Document #) (Corporation Name) (Document #) (Corporation Name) (Document #) Walk in Pick up time _ Certified Copy Mail out Will wait Photocopy Certificate of Status **NEW FILINGS AMENDMENTS** Profit Amendment NonProfit Resignation of R.A., Officer/Director Limited Liability Change of Registered Agent Domestication Dissolution/Withdrawal Other Merger FILING R. AGENT OTHER FILNGS REGISTRATION/ QUALIFICATION C. COPY Annual Report Foreign TOTAL___ Fictitious Name N. BANK Limited Partnership Name Reservation BALANCE DUE_____ Reinstatement REFUND Trademark Other

Examiner's Initials

ARTICLES OF INCORPORATION

OF

THE VACATION SUPERSTORE, INC.

The state of the s The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

NAME ARTICLE I

The name of the corporation shall be:

THE VACATION SUPERSTORE, INC.

The principal place of business of this corporation shall be:

8750 Ren's Trail Kissimmee, FL 34747

ARTICLE II NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation.

ARTICLE III CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having a non-par value per share.

ARTICLE IV ADDRESS

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

8750 Ren's Trail Kissimmee, FL 34747

and the name of the initial registered agent of the corporation at that address is

Arthur J. Casares.

I am hereby familiar with and accept the duties and responsibilities as registered agent for said corporation.

ARTICLE V TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI PREEMPTIVE RIGHTS

Every shareholder upon the sale for cash of any new stock of this corporation of the same kind, class, or series as that which he already holds, shall have the right to purchase his pre rata share thereof at the price at which it is offered to others.

ARTICLE VII SPECIAL PROVISION

It is the intent of the incorporator that the corporation will qualify under Section 1244 of the internal Revenue Code and that the corporation will file as a Subchapter S corporation.

ARTICLE VIII DIRECTORS

This corporation shall have 1 director initially. The affairs of the corporation will be managed by the Board of Directors.

ARTICLE IX SUBSCRIBER

The name and street address of the subscriber to these Articles of incorporation is:

Amanda Casares 8750 Ren's Trait Kissimmee, FL 34747

Amanda Casares

IN WITNESS THEREOF, the undersigned has hereunto set her hand and seal on this

3 day of July, 1996

STATE OF FLORIDA COUNTY OF OSCEOLA

The foregoing instrument was acknowledged before me this 3Rd day of July personally known to me.

RUTA F. ZEIGLER MY COMMISSION # CC 445050 EXPIRES: March 14, 1999 Bonded Thru Notary Public Underwriters

NOTARY PUBLIC

96 JUL 29 NH 8: 39
SECKETARY JESTATE

600062905 the Vacation Superstore, inc. 7459 WEST IRLO BRONSON HWY. KISSIMMEE, FL 34747 (407) 390-9200

August 19, 1996

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

ATTN: Doris Brown, Document Specialist

I am requesting that you change the A of my corporation, The Vacation SuperStore, Inc. from 8750 Ren's Trail, Kissimmee, FL 34747 to 7459 West Irlo Bronson Hwy., Kissimmee, FL 34747.

The document number of the corporation is P96000062905.

Thank you for your consideration.

Singerely,

Marka Casares

Provider

President