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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: CORPORATE CREATIONS INTERNATIONAL INC.

ACCT#: 073171003004

CONTACT: JOHANNY C RODRIGUEZ

PHONE: (305)672-0686

FAX #: (305)672-9110

NAME: T & W VACATIONS, INC.

AUDIT NUMBER.....H96000015400

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

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**Articles of Incorporation
of
T & W Vacations, Inc.**

Article I. Name

The name of this Florida corporation is:
T & W Vacations, Inc.

Article II. Address

The mailing address of the Corporation is:
T & W Vacations, Inc.
6750 Town Harbor Boulevard, Suite 2311
Boca Raton FL 33433

Article III. Capital Stock

The Corporation shall have the authority to issue 1,500 shares of common stock, par value zero per share.

Article IV. Registered Agent

The name and address of the registered agent of the Corporation is:
C. Michael Warmack
6750 Town Harbor Boulevard, Suite 2311
Boca Raton

Article V. Board of Directors

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than one director. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation.

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American Incorporators, Ltd.
1220 North Market Street, Suite 606
Wilmington, DE 19801
302-421-5752

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The election of directors shall be done in accordance with the Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by law.

The name of each initial member of the Corporation's Board of Directors is:

C. Michael Warmack

Article VI. Incorporator

The name and address of the incorporator is:

Corporate Creations International Inc.
401 Ocean Drive • Suite 312 • Door Code #125
Miami Beach FL 33139-6629

Article VII. Corporate Existence

The corporate existence of the Corporation shall begin effective October 31, 1996

The authorized representative of the incorporator executed these Articles of Incorporation on October 31, 1996

Corporate Creations International Inc.

By: _____

Luis A. Uriarte Vice President

H96000015400

American Incorporators, Ltd.
1220 North Market Street, Suite 806
Wilmington, DE 19801
302-421-5752

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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT AND REGISTERED OFFICE**

CORPORATION:
T & W Vacations, Inc.

REGISTERED AGENT:
C. Michael Warmack
6750 Town Harbor Boulevard, Suite 2311
Boca Raton FL 33433

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TALLAHASSEE, FLORIDA

I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.



C. Michael Warmack

Date: October 31, 1996

American Incorporators, Ltd.
1220 North Market Street, Suite 600
Wilmington, DE 19801
302-421-5752

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