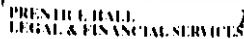


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REFERENCE 153316 118751

COST LIMIT : \$ 70.00

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Fort Myers, FL 33907

W-24032
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FILED
96 NOV 13 PM 3:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

November 13, 1996

CSC NETWORKS
1201 HAYS STREET
TALLAHASSEE, FL 32301-2607

RESUBMIT

Please give original
submission date as file date.

SUBJECT: TROPICAL VACATION SERVICES, INCORPORATED
Ref. Number: W96C00024032

We have received your document for TROPICAL VACATION SERVICES, INCORPORATED and the authorization to debit your account in the amount of \$70.00. However, the document has not been filed and is being returned for the following:

The designation of the registered office and the registered agent, both at the same Florida street address, must be contained within the document pursuant to Florida Statutes. The registered agent must sign accepting the designation as required by Florida Statutes.

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) 487-6932.

Kimberly Rolfe
Document Specialist

Letter Number: 596A00051809

RECEIVED
96 NOV 14 PM 12:24
DIVISION OF CORPORATION

ARTICLES OF INCORPORATION
OF
TROPICAL VACATION SERVICES, INCORPORATED

FILED
96 NOV 13 PM 3:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned does hereby agree to become a corporation for profit under the provisions of Chapter 607, Florida Statutes, and hereby accepts all the rights, privileges, benefits and obligations conferred and imposed by said law on corporations pursuant to the provisions thereof, and does hereby make, subscribe, certify acknowledge and file these Articles of incorporation as follows:

ARTICLE I

The nature of the business and objects and purposes to be transacted and carried on by this corporation is to conduct a Marketing Business and related activities and to do any and all of the things as fully and to the same extent as natural persons might or could do in all parts of the world. The corporation may engage in any activity or business permitted under the laws of the United States or of this State.

No contract or other transaction between the corporation or any other corporation, shall be effected or invalidated by the fact that any one or more of the stockholder of this corporation is or are interested in, or is a stockholder or officer or are stockholder or officers of such other corporation, and any stockholder or stockholders or officer of officers, individually or jointly may be a party or parties to, or interested in any contract or transaction of this corporation, in which this corporation is interested in and no contract, act or transaction of this corporation with any person or person, firms or corporation shall be effected or invalidated by the fact that any stockholder or stockholders of this corporation is a party to or are parties to or are interested in such contract, act, transaction, or in any way connected with such person or persons, firms or association, and each and every person who may become a stockholder of the corporation is hereby relieved from any and all liabilities that might otherwise exist from contracting with the corporation for the benefit of himself or any firm or corporation in which he may be interested.

ARTICLE II

The name of the corporation shall be:

TROPICAL VACATION SERVICES, INCORPORATED

ARTICLE III

The authorized capital stock of this corporation shall be seven thousand five hundred (7500) shares with a par value of one dollar (\$100) per share.

ARTICLE IV

The principal place of business of this corporation shall be:

Suite 13-B127
9131 College Parkway
Ft. Myers, FL 33919

ARTICLE V

The business of the corporation shall be managed and conducted by a Board of Director of not less than one (1) nor more than three (3) members as from time to time are determined by the stockholders, or by the directors, in accordance with the By-Laws of the Corporation. The initial Board of Directors shall be composed of one director, and the name and address of that director is as follows:

Edgar Donaldson
Suite 13-B127
9131 College Parkway
Ft. Myers, FL 33919

ARTICLE VI

The street address of the initial principal officer of this corporation is: Suite 13-B127, 9131 College Parkway, Ft. Myers, FL 33919 and the name and address of the initial registered agent of this corporation is:

Edgar Donaldson
Suite 13-B127
9131 College Parkway
Ft. Myers, FL 33919

ARTICLE VII

The name and address of the person forming this corporation is:

Edgar Donaldson
Suite 13-B127
9131 College Parkway
Ft. Myers, FL 33919

ARTICLE VIII

The annual meeting of the stockholders shall be held at the office of the corporation on the second Monday in July of each year. The executive officers of this corporation shall be a President, a Secretary, a Treasures, and at the option of the stockholders, one or more Vice-Presidents. The office of any one or more may be held by the same person. Some executive officers shall be elected by the stockholder at each annual meeting as aforesaid. the stockholders shall have the power to fill any vacancy in any office.

ARTICLE IX

The first meeting of the incorporated and stockholders for the purpose of organizing and adopting By-Laws and election of officers shall be held at the office of the corporation.

IN WITNESS WHEREOF, the party hereto has hereunder set his hand and seal this 12TH day NOVEMBER, 1996.

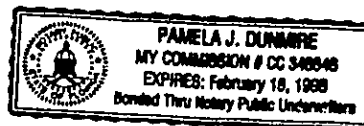

Edgar Donaldson, Incorporator

STATE OF FLORIDA
COUNTY OF LEE

I HEREBY CERTIFY that on this day before me, an officer duly qualified to take acknowledgments, personally appeared, to me known to be the person described in and who executed the foregoing articles of Incorporation, and he acknowledged before me that he executed the same.

WITNESS my hand and official seal at Lee, Florida said State and County, this 12th day of November, 1996


Notary Public



CERTIFICATION OF PLACE OF BUSINESS
AND
DESIGNATION OF RESIDENT AGENT

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act: That TROPICAL VACATION SERVICES, INCORPORATED desires to organize under the laws of the State of Florida, with its principal place of business as indicated in the Articles of Incorporation located Fort Myers, Lee County Florida has named Edgar Donaldson, as its agent to accept service of process in this and designates said address as the Registered Office.


Edgar Donaldson

Having been named to accept service of process for the above stated corporation at the place designated in this Certificate, I hereby accept to act in this capacity and to comply with the provisions of said act relative to keeping said office open.


Edgar Donaldson

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA