

P96000093703

Law Office Of
Royce D. Pipkins
P.O. Box 162645
Allamontto Springs, FL 32716-2645
Telephone (407) 260-5166
Fax (407) 260-9789

November 4, 1996

SECRETARY OF STATE
Bureau of Corporate Records
P. O. Box 6327
Tallahassee, FL 32314

500002003585--8
-11/13/96--01175--001
****122.50 - 122.50

Re: Vacation Link, Inc.

Gentlemen:

Enclosed please find two (2) fully excuted Articles of Incorporation for Vacation Link, Inc. for filing, together with my check in the amount of \$122.50, which sum represents your fee.

Please file the Articles of Incorporation and return a filed copy to me at the above address.

Very truly yours,


Royce D. Pipkins

RDP:gl
Encls.

B. REGISTER NOV 15 1996

ARTICLES OF INCORPORATION
OF
VACATION LINK, INC.

I, the undersigned natural person of the age of twenty-one years or more, acting as incorporator of a corporation under the laws of the State of Florida, adopt the following Articles of Incorporation for such corporation.

ARTICLE I

NAME

The name of this corporation is: VACATION LINK, INC.

ARTICLE II

DURATION

This corporation shall have perpetual existence, commencing upon the filing of these Articles of Incorporation with the Secretary of State of the State of Florida.

ARTICLE III

PURPOSE

The general business of the corporation to be transacted by the corporation shall be as follows: To perform any and all acts allowed for a corporation under the laws of the State of Florida.

ARTICLE IV

STOCK

The aggregate number of shares which the corporation shall have authority to issue is 7,500 shares at \$1.00 per share, par value, non-assessable, and shall consist of one (1) class only, to-wit: Common stock.

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office and the principal office of this corporation is: 855 Sandlake Road, Orlando, Florida 32809, and the name of the registered agent of this corporation at that address is: S. Brandon Bizar.

ARTICLE VI

INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may either be increased or diminished from time to time by the By-Laws, but shall never be less than one. The name and address of the Initial Board of Directors of this corporation is: S. Brandon Bizar, 855 Sandlake Road, Orlando, Florida 32809.

ARTICLE VII

INCORPORATOR

The name and address of the person signing these Articles of Incorporation is: S. Brandon Bizar, 855 Sandlake Road, Orlando, Florida 32809.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 11-04 day of November, 1996.

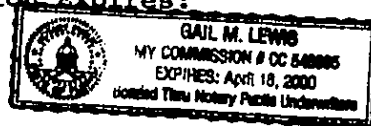
S. Brandon Bizar
S. BRANDON BIZAR

STATE OF FLORIDA)
COUNTY OF SEMINOLE) ss.:

BEFORE ME, the undersigned Notary Public, authorized to take acknowledgments in the County and State aforesaid, personally appeared S. Brandon Bizar, who is either personally known by me or who produced the following form of personal identification _____
PERSONALLY KNOWN, and who, upon oath, acknowledged before me that he executed the foregoing Articles of Incorporation freely and voluntarily for the purposes stated therein.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 4th day of November, 1996.

Gail M. Lewis
Print Name: GAIL M. LEWIS
NOTARY PUBLIC, STATE OF FLORIDA
My Commission Expires:



CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING
IS SUBMITTED:

FIRST: That VACATION LINK, INC., desiring to organize or
qualify under the laws of the State of Florida, with its principal
place of business in the City of Orlando, State of Florida, has
named S. Brandon Bizar, located at 855 Sandlake Road, City of
Orlando, State of Florida, as its agent to accept service of
process within Florida.

SIGNATURE: _____

S. BRANDON BIZAR

TITLE: _____

Incorporator

DATE: _____

November 04, 1996

SECOND: Having been named to accept service of process for
the above stated corporation, at the place designated in this
Certificate, I hereby agree to act in this capacity, and I further
agree to comply with the provisions of all statutes relative to the
proper and complete performance of my duties.

SIGNATURE: _____

S. BRANDON BIZAR

DATE: _____

November 04, 1996

P96000093703
BOOTH & ASSOCIATES
ATTORNEYS AND COUNSELORS AT LAW

HOME OFFICE
Guaranty National Bank Bldg.
1827 Capital Circle N.E., Suite D-2
Tallahassee, FL 32308
(904) 309-1700

NORTHWEST FLORIDA OFFICE
772 Sandpiper Village
Deerlin, FL 32541
(904) 837-7772

Department of State
Corporation Division
Capital Building
Tallahassee, Florida

Gentlemen,

Please find enclosed a transfer form for resident agent and the appropriate filing fee in regard to the referenced corporation: **Marinoland Vacations, Inc.; Vacation Link, Inc.**
Thank you for your assistance.

Sincerely,

Richard C. Booth

RCB/ab

cc: Mr. Brandon Bizar

MAILING ADDRESS
P.O. Box 12639
FL 32317-2639

RECEIVED
7 APR - 1 PM 3:37
TELEPHONE
(904) 309-1700
FAX
(904) 309-1703
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

March 28, 1997
HAND DELIVERED

800002130738--6
-04/02/97--01001--024
*****35.00 *****35.00

RECEIVED
97 APR - 1 PM 3:26
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

Call when
Ready
RA 99
CRG
H/2

STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT
OR BOTH FOR CORPORATIONS

Pursuant to the provisions of sections 607.0502, 617.0502, 607.1508, or 617.1508, Florida Statutes, the undersigned corporation organized under the laws of the State of FL, submits the following statement in order to change its registered office or registered agent, or both, in the State of Florida.

1a. The name of the corporation is: Vacation Link, Inc.

1b. The mailing address of the corporation is: 855 Sandlake Rd
Orlando, FL 32809

1c. Date of incorporation: 11-12-96 Document number: P96000093703

2. The name and address of the current registered agent and office:

S. BRANDON BIZAR
855 SANDLAKE ROAD
ORLANDO, FL 32809

3. The name and address of the new registered agent and office: (P.O. Box Not Acceptable)

Richard C Booth, Esq.
1827 CAPITAL CIRCLE N.E., Suite D
Tallahassee, FL 32308

The street address of its registered office and the street address of the business office of its registered agent, as changed, will be identical.

Such change was authorized by resolution duly adopted by its board of directors or by an officer so authorized by the board.

[Signature]
(Signature of an officer, chairman or
vice chairman of the board)

03/20/97
(Date)

S. Brandon Bizar / President
(Printed or typed name and title)

Having been named as registered agent and to accept service of process for the above stated corporation, 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.

[Signature]
(Signature of Registered Agent)

3-28-97
(Date)

If signing on behalf of an entity:

Richard C Booth
(Typed or Printed Name)

ATTORNEY
(Capacity)