

**P96000096602**  
LAW OFFICES OF  
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OF COUNSEL  
ROBERT A. SEGALL

♦ Board Certified in Taxation  
♦ Also Admitted in Pennsylvania and New Jersey

November 19, 1996

VIA UPS OVERNIGHT MAIL

Bureau of Corporate Records  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32399

Attention: Florida Filing Section

Re: FLORIDA VACATION GUIDE CORPORATION  
Firm File No. 16000.029

000002011490--6  
-11/21/96--01086--017  
\*\*\*\*122.50 \*\*\*\*122.50

Dear Sir or Madam:

With reference to the above-captioned corporation, please find enclosed one original and one copy of the Articles of Incorporation along with check, payable to the Secretary of State, in the amount of \$122.50, in payment of the following:

Filing Fee:	35.00
Certified Copy Fee:	52.50
Registered Agent Filing Fee:	35.00
Total:	\$122.50

Please note our firm had previously reserved this corporate name for our client as of August 1, 1996. A copy of the reservation is enclosed for your convenience.

As time is of the essence we would appreciate your expeditious handling this matter.

Thank you for your usual prompt assistance in this regard.

Very truly yours,

RUBINSTEIN, KORNIK, BLOOM & MINSKER  
A Professional Association

*Gladys Otero*  
GLADYS OTERO, LEGAL ASSISTANT

Enclosures

NOV 27 1996

FILED  
96 NOV 21 PM 12:55  
TALLAHASSEE, FLORIDA  
SECRETARY OF STATE

BSB



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham  
Secretary of State

August 1, 1996

NINA ZUCKERMAN CHEPP  
RUBINSTEIN, KORNIK, BLOOM, & MINSKER  
800 BRICKELL AVE., SUITE 1100  
MIAMI, FL 33131

The name FLORIDA VACATION GUIDE CORPORATION has been reserved for 120 days beginning August 1, 1996. The reservation number is R96000003681 and this reservation is **NONRENEWABLE**.

A reservation is not a grant of authority to use the name. It is only a withholding of a name from its availability for use by another. When the proposed document is submitted, the name will **AGAIN** be checked against the records of the Division and if still no conflict exists and all other requirements are fulfilled, the reserved name shall be filed as the entity name.

The Division of Corporations is a ministerial filing office and may not render any legal advice. The Division does not adjudicate the legality of any corporate name or arbitrate disputes between entities. You may wish to review other laws such as common law rights, including rights to a trade name; United States Code, Federal Trademark Act, Section 1051 (Lanham Act); Chapter 495, Florida Statutes, Registration of Trademarks and Service Marks (Florida Trademark Act); and Section 865.09, Florida Statutes (Fictitious Name Act).

If someone else submits the document for filing, it must have a copy of this letter attached.

Should you have any questions regarding this matter, please telephone (904) 488-9000, the Name Availability Section.

Tracy Smith

Letter number: 296A00036890

ARTICLES OF INCORPORATION  
OF  
FLORIDA VACATION GUIDE CORPORATION

FILED

96 NOV 21 PM 12:55

The undersigned, natural persons competent to contract, hereby make, subscribe, acknowledge and adopt the following Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida:

ARTICLE I - NAME

The name of this corporation is: FLORIDA VACATION GUIDE CORPORATION

The principal office and mailing address of this corporation is: 5979 N.W. 151st Street, Suite 120, Miami Lakes, Florida 33014

ARTICLE II CORPORATION

This corporation shall have perpetual existence commencing upon the filing of these Articles of Incorporation by the Department of State of Florida.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of engaging in any activity or transacting any business permitted under the laws of the State of Florida and the laws of the United States of America.

ARTICLE IV - CAPITAL STOCK

The aggregate number of shares which this corporation is authorized to issue is 7,500. Such shares shall be of a single class, and shall have a par value of \$1.00 per share.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 5979 N.W. 151st Street, Suite 120, Miami Lakes, Florida 33014 and the name of the initial registered agent at that address is HAROLD A. HERMAN.

ARTICLE VI - BOARD OF DIRECTORS

This corporation shall have One (1) director constituting the initial Board of Directors. The number of directors may be either increased or decreased from time to time by the bylaws. The name and address of the initial member of the Board of Directors of this corporation is:

HAROLD A. HERMAN  
5979 N.W. 151st Street, Suite 120  
Miami Lakes, Florida 33014

## ARTICLE VII - INCORPORATOR

The name and address of the Incorporator to these Articles of Incorporation is:

HAROLD A. HERMAN  
5979 N.W. 151st Street, Suite 120  
Miami Lakes, Florida 33014

## ARTICLE VIII - INDEMNIFICATION

A. Indemnity. The corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or contemplated action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he is or was a director, employee, officer or agent of the Association, against all expenses (including attorneys' fees and appellate attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding, unless (a) a court of competent jurisdiction finally determines, after all appeals have been exhausted or not pursued by the proposed indemnitee, that he did not act in good faith or in a manner he reasonably believed to be in or not opposed to the best interest of the corporation, and, with respect to any criminal action or proceeding, that he had reasonable cause to believe his conduct was unlawful, and (b) such court also determines specifically that indemnification should be denied. The termination of any action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in or not opposed to the best interest of the corporation, and with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

B. Expenses. To the extent that a director, officer, employee or agent of the corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Section VIII A. above, or in defense of any claim, issue or matter therein, he shall be indemnified against all expenses (including attorneys' fees and appellate attorneys' fees) actually and reasonably incurred by him in connection therewith.

C. Advances. All expenses incurred in defending a civil or criminal action, suit or proceeding shall be paid by the corporation in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of the affected director, officer, employee or agent to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the corporation as authorized in this Article VIII.

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CERTIFICATE DESIGNATING REGISTERED AGENT AND OFFICE

IN COMPLIANCE WITH SECTIONS 48.091 and 607.0501 FLORIDA STATUTES, (1994, Supp.), as may be amended, the following is submitted:

That, FLORIDA VACATION GUIDE CORPORATION, desiring to organize and qualify as a corporation under the laws of the State of Florida, with its initial registered office at 5979 N.W. 151st Street, Suite 120, Miami Lakes, Florida 33014 and the name of the initial registered agent at that address is HAROLD A. HERMAN, as its Registered Agent to accept service of process within the State of Florida; and

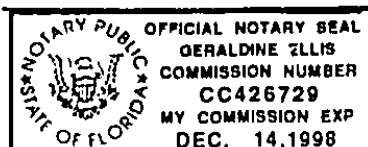
That, having been named to accept service of process for the above-stated corporation, at the place designated in this Certificate, HAROLD A. HERMAN hereby agrees to act in this capacity, and further agrees to comply with the provisions of all statutes relative to the proper performance of his duties.

Harold A. Herman  
HAROLD A. HERMAN

STATE OF FLORIDA )  
COUNTY OF DADE ) SS.:

The foregoing instrument was acknowledged before me this 14<sup>th</sup> day of November, 1996, by HAROLD A. HERMAN. He is personally known to me or who has produced as identification.

Geraldine Ellis  
Printed Name: Geraldine Ellis  
NOTARY PUBLIC, STATE OF FLORIDA  
My Commission:

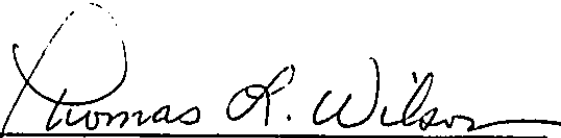


CERTIFICATE DESIGNATING PLACE OF BUSINESS OR  
DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA  
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
NOV 27 PM 12:51

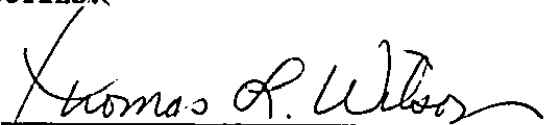
IN COMPLIANCE WITH CHAPTER 607 OF THE FLORIDA STATUTES AND  
SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

FIRST - That BENJAMIN ROAD PROPERTIES, INC., desiring to  
organize or qualify under the laws of the State of Florida, with  
its initial registered office at Suite 110, 5650 Breckenridge  
Park Drive, Tampa, Florida, 33610, has named THOMAS L. WILSON,  
located at Suite 110, 5650 Breckenridge Park Drive, Tampa,  
Florida, 33610, as its agent to accept service of process within  
Florida.

  
THOMAS L. WILSON - Incorporator

NOVEMBER 26, 1996  
DATE

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.

  
THOMAS L. WILSON

NOVEMBER 26, 1996  
DATE