

997000032/47

LAW OFFICES

SCOTT M. GRANT, P.A.

3341 TAMiami TRAIL NORTH

NAPLES, FLORIDA 34103

(941) 649-4848

FAX (941) 643-9810

E-MAIL: 102603.3131@compuserve.com

ADMITTED IN FL AND MA

April 4, 1997

VIA FEDERAL EXPRESS

Division of Corporations  
409 East Gains Street  
Tallahassee, Florida 32299

000002136010--2  
-04/08/97--01030--003  
\*\*\*157.50 \*\*\*148.75

Dear Sir/Madam:

Enclosed for filing are the Articles of Incorporation of Interactive Marketing Resources, Inc. and Naples Area Vacation Rentals, Inc., in duplicate, together with checks totaling \$350.00 representing the cost of filing the articles, a certified copy of same, a certificate of status and the reservation of the following two (2) additional names for the period of 120 days: Naples Vacation Rentals, Inc. and Bonita Vacation Rentals, Inc.

Kindly credit my account with the Department of State, Division of Corporations, excess funds of \$17.50, account number #102603003131. Also for your file please note address change to reflect our letterhead.

If there are any questions please do not hesitate to contact the undersigned.

Very truly yours,

Scott M. Grant

FILED  
97 APR -9 AM 12-00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

SMG/mj  
Enclosures  
cc: Philip Wood

4-9-97

JD

ARTICLES OF INCORPORATION  
OF  
NAPLES AREA VACATION RENTALS, INC.

The undersigned, being a natural person of the age of twenty-one(21) years or more and a subscriber to the shares of the Corporation to be organized hereunder, for the purpose of forming a corporation under Florida Statutes Chapter 607, as amended, does hereby adopt the following Articles of Incorporation.

ARTICLE I

The name of the Corporation is NAPLES AREA VACATION RENTALS, INC. and the street and mailing address of the Corporation is 3255 Tamiami Trail North Naples, Florida 34103.

ARTICLE II

The street address of the initial registered office of the Corporation shall be 3255 Tamiami Trail North, Naples, Florida 34103 and the name of the initial registered agent at that address shall be Phillip Wood.

ARTICLE III

The Corporation is authorized to issue One Thousand (1000) shares of common stock with no par value.

ARTICLE IV

The name and address of the incorporator are as follows:

Phillip R. Wood  
3255 Tamiami Trail North  
Naples, Florida 34103

ARTICLE V

The nature of the business and the objects and purposes for which the Corporation is formed and which may be transacted,

promoted and carried on by the Corporation are to transact all lawful business for which Corporations may be organized under the Florida Business Corporation Act (Florida Statutes Chapter 607) and such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them.

#### ARTICLE VI

The By-Laws of this Corporation may be amended, altered or repealed by the Board of Directors.

#### ARTICLE VII

The duration of the Corporation is perpetual until dissolved by the Board of Directors.

#### ARTICLE VIII

Each director or officer, or former director or officer of this Corporation and his legal representatives, shall be indemnified by the Corporation against liabilities, expenses, counsel fees, and costs reasonably incurred by him as a result of any action, suit, proceeding or claim in which he is made a part by reason of his being or having been such director or officer; and any person who at the request of this Corporation, served as director or officer of another corporation in which this Corporation owned corporate stock, and his legal representative, shall in like manner be indemnified by this Corporation.

#### ARTICLE IX

No holder of common shares of this Corporation shall be entitled of right to subscribe for, purchase or receive any part of any new or additional issue of stock of any class, whether now or hereafter authorized, or of any bonds, debenture, or other securities convertible into stock of any class, and all such additional shares of stock, bonds, debenture or other securities convertible into stock may be issued and disposed of by the Board of Directors to such person or persons and on such terms and for such consideration (so far as may be permitted by law) as the Board of Directors, in their absolute discretion, may deem advisable.

ARTICLE X

Restrictions of the transfer of stock shall be governed by a separate agreement executed by the shareholders.

IN WITNESS WHEREOF, the undersigned have hereunto executed these Articles of Incorporation on this 3rd day of April 1997.

Phillip R. Wood  
Phillip R. Wood

STATE OF FLORIDA  
COLLIER COUNTY

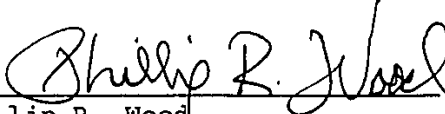
The foregoing instrument was acknowledged before me this 3rd day of April, 1997 by Phillip R. Wood, who is personally known to me or has produced personally known as identification and who did (did not) take an oath.

Jane E. Miller  
Notary Public  
Jane E. Miller  
Notary Public Name Print  
My Commission Expires:



ACCEPTANCE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE

The undersigned, having been named as registered agent and to accept service of process for the above-stated corporation at the place designated in this statement, 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

  
Phillip R. Wood  
Dated: April 3rd, 1997

PREPARED BY:  
Scott M. Grant, Esquire  
Scott M. Grant, P.A.  
3341 Tamiami Trail North  
Naples, Florida 34103  
(941) 649-4848  
Florida Bar No: 33922

FILED  
APR - 9 AM 12:04  
OFFICE OF STATE  
CLERK, FLORIDA