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LAW OFFICES

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FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

May 1, 1997

VIA FEDERAL EXPRESS

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

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*****70.00 *****70.00

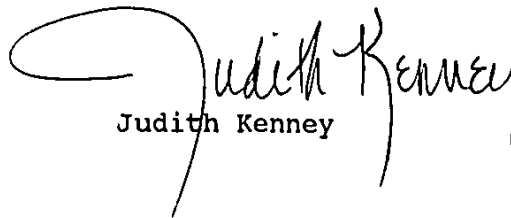
Re: Vacation-Line, Inc.

Dear Sir/Madam:

Enclosed herewith please find two original sets of Articles of Incorporation for the above-captioned corporation along with our check in the amount of \$70.00.

Thank you for your cooperation in this matter and, if you have any questions, please call.

Sincerely,


Judith Kenney

JK:af

Enclosures

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ARTICLES OF INCORPORATION
OF

STATE
FLORIDA

VACATION-LINE, INC.

The undersigned, acting as incorporator, signs the following Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida.

ARTICLE I

The name of the corporation shall be:

VACATION-LINE, INC.

(hereinafter the "Corporation").

ARTICLE II

The existence of the Corporation shall commence upon the filing of these Articles of Incorporation by the Department of State and shall be perpetual.

ARTICLE III

The Corporation may engage in any and all businesses and activities permitted by the laws of the State of Florida. The Corporation shall have all of the powers vested in a corporation organized under and existing by virtue of such laws.

ARTICLE IV

The maximum number of shares which the Corporation shall have authority to issue shall be 10,000 shares of common stock with a par value of \$0.10 per share.

ARTICLE V

The street address of the Corporation's initial registered office and the Corporation's initial registered agent at that address shall be:

Judith Kenney
701 Brickell Avenue, Suite 1200
Miami, Florida 33131

ARTICLE VI

The Corporation shall have four directors initially. The names and addresses of the initial directors of the corporation, who shall hold office until their successors are elected and qualified or until their earlier resignation or removal from office is:

Richard Masters	c/o Montello & Kenney, P.A. 701 Brickell Avenue, Suite 1200 Miami, Florida 33131
Adrian Beatty	c/o Montello & Kenney, P.A. 701 Brickell Avenue, Suite 1200 Miami, Florida 33131
Patrick Hibson	c/o Montello & Kenney, P.A. 701 Brickell Avenue, Suite 1200 Miami, Florida 33131
William Morris	c/o Montello & Kenney, P.A. 701 Brickell Avenue, Suite 1200 Miami, Florida 33131

The number of directors may be increased or decreased from time to time pursuant to the bylaws of the Corporation, but shall not be less than one.

ARTICLE VII

The name and address of the incorporator of the Corporation is:

Judith Kenney
MONTELLO & KENNEY, P.A.
701 Brickell Avenue, Suite 1200
Miami, Florida 33131

ARTICLE VIII

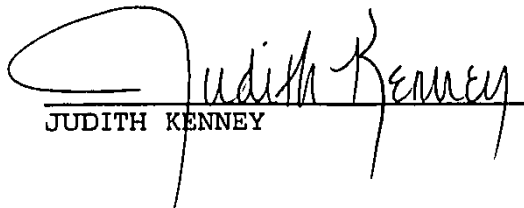
The mailing address of the Corporation's principal office shall be:

701 Brickell Avenue, Suite 1200
Miami, Florida 33131

ARTICLE IX

This corporation shall indemnify, and shall advance expenses on behalf of, its officers and directors to the fullest extent not prohibited by any law in existence either now or hereafter.

Executed at Miami, Florida this 1st day of May, 1997.


JUDITH KENNEY

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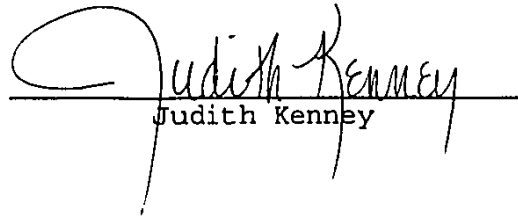
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CLERK OF DISTRICT COURT
TALLAHASSEE, FLORIDA

ACCEPTANCE BY REGISTERED AGENT

Having been appointed the registered agent of VACATION-LINE, INC., the undersigned accepts such appointment and agrees to act in such capacity.

Dated this 1st day of May, 1997.


Judith Kenney

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