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ACCOUNT NO. : 072100000032

REFERENCE : 439483 136662A

AUTHORIZATION :

Patricia P. P.

COST LIMIT : \$ 122.50

ORDER DATE : June 24, 1997

ORDER TIME : 10:26 AM

ORDER NO. : 439483-005

000002221790--5

CUSTOMER NO: 136662A

CUSTOMER: David Bauman, Esq
BAUMAN & BAUMAN

Suite E-103
7820 Peters Road
Plantation, FL 33324

DOMESTIC FILING

NAME: VACATION PROS, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Andrew Cumper

EXAMINER'S INITIALS:

6

JUN 24 1997

RECEIVED
97 JUN 24 PM 12:15
DIVISION OF CORPORATION

**ARTICLES OF INCORPORATION
OF
VACATION PROS, Inc.**

FILED
97 JUL 24 PM 1:53
TALLAHASSEE, FLORIDA

I, the undersigned, being of legal age and a natural person, do hereby subscribe to, acknowledge and file the following Articles of Incorporation for the purpose of creating a corporation under the laws of the State of Florida.

ARTICLE I-NAME

The name of this corporation shall be:

VACATION PROS, Inc.

ARTICLE II-AUTHORIZED SHARES

The capital stock authorized, the part value thereof, and the characteristics of such stock shall be as follows: **7,500 Shares of Common Stock - Par Value \$1.00.**

All of said stock shall be payable in cash, property, real or personal, labor or services in lieu of cash, at a just valuation to be fixed by the Board of Directors of this corporation. The payment thereof does not have to be at the time of issuance, provided that said shares are subject to calls thereon until the whole consideration therefor shall have been paid. All of such shares are to consist of one class only.

ARTICLE III-INITIAL CAPITAL

The amount of capital with which this corporation shall commence business shall not be less than \$500.00.

ARTICLE IV-EXISTENCE

This corporation shall commence its existence on filing, and shall exist perpetually thereafter unless sooner dissolved according to law.

ARTICLE V-INITIAL ADDRESS

The initial address of this corporation shall be **19287 SABAL LAKE DRIVE, BOCA RATON, FL 33434**, with the privilege of having its offices and branch offices at other places within or without the State of Florida.

ARTICLE VI-ELECTION OF DIRECTORS

This corporation shall have at least one director, with the exact number to be specified by the stockholders from time to time unless the stockholders shall, by a majority vote hereafter, determine that the corporation be managed by the stockholders. The initial number of directors shall be four.

ARTICLE VII-INITIAL DIRECTORS

The name and street address of the first Directors of the corporation, who shall hold office for the first year or until his successor is duly elected and qualified, shall be:

**Patricia K. Stango-Ibarguen
19287 Sabal Lake Drive
Boca Raton, FL 33434**

ARTICLE VIII-SUBSCRIBERS

The name and post address of the Subscribers, and the number of shares they agree to take is:

**Patricia K. Stango-Ibarguen
19287 Sabal Lake Drive
Boca Raton, FL 33434
*****500 Shares*******

ARTICLE IX-INTERESTED TRANSACTIONS

No contract or other transaction between this corporation and any other corporation, and no act of this corporation, shall in any way be affected or invalidated by the fact that any of the directors of this corporation are pecuniarily or otherwise

interested in, or are directors or officers of such other corporation. Any director individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this corporation, provided that the fact that he or such firm so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any officer of such other corporation, or who is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this corporation which will authorize any such contract or transaction with like force and effect as if he were not such director or officers of such other corporation, or not so interested.

ARTICLE X-STOCKHOLDERS PRIVATE PROPERTY

The private property of the stockholders shall not be subject to the payment of the corporate debts in any extent whatever. The corporation shall have a first lien on the shares of its stockholders and upon the dividends due them for any indebtedness of such stockholders of the corporation.

ARTICLE XI-BY-LAWS

This corporation shall adopt by-laws by a majority vote of the shares as voted by the shareholders.

Members of the Board of Directors or the executive committee, if any, shall be deemed present at a meeting of such board or committee if a conference, telephone or similar communication equipment by means of which all persons participating in the meeting can hear each other, is used.

The corporation may confer powers, limitations of the powers, and regulate the powers of the corporation, the directors, and the stockholders of all classes, including, but not limited to, provisions for cumulative voting for directors, a list of officers, and

provisions governing the issuance of stock certificates to replace lost or destroyed certificates. The foregoing powers and limitations may be incorporated in the corporation's by-laws, or placed in the corporate minutes after authorization by a majority vote of the shares.

The corporation, as designated from time to time by the Board of Directors, or its shareholders acting in place of a Board of Directors if there be no Board of Directors, shall have the power to hold its respective directors' meetings and/or shareholders' meetings outside the State of Florida, and to keep its books (subject to statutory provisions) outside the State of Florida.

ARTICLE XII-INITIAL REGISTERED OFFICE AND AGENT

The initial registered office of the corporation shall be: **7820 Peters Road, Suite E-103, Plantation, Florida 33324**; the initial Registered Agent of the corporation whose business office is at such address is **David M. Bauman**.

IN WITNESS WHEREOF, I, the undersigned, being the original subscriber to the capital stock hereinabove named, for the purpose of forming a corporation to do business both within and without the State of Florida, under the laws of Florida, do make and file these Articles, hereby declaring and certifying that the facts herein stated are true and agree to take the number of shares hereinabove set forth, and hereunto set my hand and seal this Tuesday, June 17, 1997.

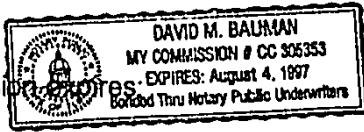

Patricia K. Stango-Ibarguen

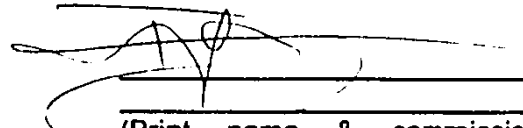
STATE OF FLORIDA

COUNTY OF BROWARD

BEFORE ME, the undersigned authority, personally appeared Patricia K. Stango lbarguen, who is personally known to be, or who presented DRIVERS LICENSE as identification, and he acknowledged before me that she executed the same for the purposes therein expressed.


WITNESS my hand and official seal in the County and Stated named above this Tuesday, June 17, 1997.

My commission number)  DAVID M. BAUMAN
MY COMMISSION # CC 306353
EXPIRES: August 4, 1997
Bonded Thru Notary Public Underwriters


(Print name & commission

ACCEPTANCE OF REGISTERED AGENT STATUS

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.


DAVID M. BAUMAN

Date:

FILE
TALLAHASSEE, FLORIDA

31 JUN 24 PM 1:53

1997 JUN 17