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FLORIDA DIVISION OF CORPORATIONS  
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TO: DIVISION OF CORPORATIONS

FAX #: (904) 922-4001

FROM: FAB-T CORP. AGENTS, INC.  
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NAME: VACATION CRUISE BREAK, INC.  
AUDIT NUMBER.....H97000010359  
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**FLORIDA DEPARTMENT OF STATE**  
Sandra B. Mortham  
Secretary of State

June 24, 1997

FAS-T CORP. AGENTS, INC.

SUBJECT: VACATION CRUISE BREAK, INC  
REF: W97000014738

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SECRETARY OF STATE

**ARTICLES OF INCORPORATION**  
**OF**

The undersigned incorporator(s), for the purpose of forming corporation under the Florida General Corporation Act, hereby adopt(s) the following Articles of Incorporation.

**ARTICLE I NAME**

The name of the corporation shall be: VACATION CRUISE BREAK, INC

The principal place of business of this corporation shall be:

19056 NE 29TH AVENUE  
NORTH MIAMI BEACH, FLORIDA 33180

**ARTICLE II NATURE OF BUSINESS**

This corporation may engage in or transact any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation.

**ARTICLE III CAPITAL STOCK**

The aggregate number of shares of stock and its value that this corporation is authorized to have outstanding at any one time is:

500 SHARES NO PAR VALUE

**ARTICLE IV TERM OF EXISTENCE**

This corporation is to exist perpetually.

**ARTICLE V OFFICERS DIRECTORS**

The name(s) and street address(es) of the initial officer(s) and director(s), if any, who shall hold office the first year of the corporation's existence or until their successor(s) is(are) elected, is(are):

RHEA SHEROTA

19056 NE 29TH AVENUE  
NORTH MIAMI BEACH, FLORIDA 33180



PREPARED BY:  
RHEA SHEROTA  
19056 NE 29TH AVENUE  
NMB, FL 33180

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**ARTICLE VI INCORPORATOR(S)**

The name(s) and street address(es) of the incorporator(s) to this articles of incorporation is(are):

RHEA SHEROTA

19056 NE 29TH AVENUE  
NORTH MIAMI BEACH, FLORIDA 33180

IN WITNESS WHEREOF, the undersigned incorporator(s) has(have) executed these Articles of Incorporation this 24TH day of JUNE, 1997.

Signature(s) of Incorporator(s)

Rhea Sherota

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**CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 607.325, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

**1. The name of the corporation:**

VACATION CRUISE BREAK, INC

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

RHEA SHEROTA 19056 NE 29TH AVENUE

(P.O. BOX NOT ACCEPTABLE)

NORTH MIAMI BEACH, FLORIDA 33180

(CITY/STATE/ZIP)

SIGNATURE

*Rhea Sherota*

TITLE

*President*

DATE

*6-23-97*

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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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, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325, FLORIDA STATUTES.

SIGNATURE

*Rhea Sherota*

DATE

*6-23-97*