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Florida Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

Please send the certificate of incorporation to:

Lirianin Ortiz
911 N Main Street, Suite 9A
Kissimmee, FL 34744

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FILED
97 JUL 21 PM 4:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Lorian Ortiz

**ARTICLES OF INCORPORATION
OF
*Caribe Vacation Homes, Inc.***

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TALLAHASSEE, FLORIDA

The undersigned subscribers to these Articles of Incorporation, each a natural person, competent to contract, hereby associate themselves together to form a Corporation for profit under the Laws of the State of Florida; and further do agree to the following condition of said *Corporation*:

ARTICLE I:

The name of this *Corporation* shall be:

Caribe Vacation Homes, Inc.

and its business shall be carried in Osceola County, Florida, and also within and without the State of Florida, and in the United States of America, and foreign countries as may from time to time be deemed desirable or expedient.

ARTICLE II: NATURE OF BUSINESS

The general nature of business to be transacted by this *Corporation* and the objects and purposes thereof are as follows:

1. The nature of business and the objects and purposes to be transacted, promoted or carried on by this *Corporation*, are to engage in any lawful act or activity for which Corporations may be organized, under the Corporation Act of the State of Florida.

2. To maintain offices in connection with said business and where necessary, to build or construct new facilities or additions and alterations to existing facilities in connection with its business.

3. To buy, sell, alter and change, let or hire, export or deal in all kind of articles and things which may be required for the purposes of any said business, or commonly supplied or dealt in by persons engaged in any such business, or which may seem capable of being profitably dealt with in connection with any of the said business. Specifically, the main activity will be:

Real Estate Vacation Property Rental, Sales and Marketing

ARTICLE X I : POWERS OF THE BOARD OF DIRECTORS

In furtherance and not limitation of the power conferred by Statute, the Board of Directors is expressly authorized:

1. To make, alter, amend or repeal the By-Laws of the Corporation.
2. To fix the amount to be reserved as working capital and to authorize and cause to be executed mortgages, liens upon the property, and franchise of this Corporation.
3. If the By-Laws so provide, to designate by resolution one or more of their number to constitute an executive Committee, to the extent provided in the resolution or in the By-Law of the Corporation, shall have and may exercise any or all of the powers of the Board of Directors in the management of the Business, affairs and property of the Corporation, during the intervals between the meetings of the Board of Directors, so far as may be permitted by law.

ARTICLE X I I : RESTRICTIONS ON STOCK TRANSFERS

The restrictions upon the transfer of shares of stock of any class are as follows:

Any stockholder, including the heirs, assigns, executors, or administrators of a deceased stockholder, desiring to sell or transfer such stock owned by him or them shall first offer it at the corporation through the Board of Directors in the following manner: He shall notify the Directors of his desire to sell or transfer by notice in writing in which notice shall contain the price of which he is willing to sell or transfer and the name of one arbitrator. The Director shall within thirty days thereafter either accept the offer or by notice to him in writing, name a second arbitrator, and these two shall name a third; it shall then be the duty of the arbitrators to ascertain the value of the stock, and if any arbitrators shall neglect or refuse to appear at any meeting appointed by the arbitrators, a majority may act in the absence of such arbitrator.

After the acceptance of the offer, or the report of the arbitrators as to the value of the stock, the Directors have thirty days within which to purchase the same at such valuation, but if at the expiration of thirty days, the *Corporation* shall not have exercised the right to purchase, the owner of the stock shall be at liberty to dispose of the same in the manner he may see fit. No shares of stock shall be sold or transferred on the books of the *Corporation* until these provisions have been complied with, but the Board of Directors may in any particular instance waive the requirements.

ARTICLE VIII:

The names and post office addresses of the First Board of Directors and Officers of this *Corporation*, are as follows:

President:	Lirianln Ortiz 87 Silver Park Cr. Kissimmee, Fl 34743
Vice-President:	Lirianln Ortiz 87 Silver Park Cr. Kissimmee, Fl 34743
Treasurer:	Lirianln Ortiz 87 Silver Park Cr. Kissimmee, Fl 34743
Secretary:	Lirianln Ortiz 87 Silver Park Cr. Kissimmee, Fl 34743
Director:	Lirianln Ortiz 87 Silver Park Cr. Kissimmee, Fl 34743

ARTICLE IX : SUBSCRIBERS

The name and post office address of each subscriber to these Article of Incorporation, the number of shares of stock each agree to take, and the Value of the consideration paid thereof are as follows:

Name	Address	No. of Shares paid
Lirianln Ortiz	87 Silver Park Cr.	100

ARTICLE X : AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholder's meeting by a majority of the voting shares.

4. To engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE III: CAPITAL STOCK

The maximum number of shares of stock that the *Corporation* is authorized to have outstanding at any time shall be 100 shares no per value common stock.

The capital stock may be paid for in property, labor or services at a just valuation to be fixed by the Incorporators or by the Directors at a meeting called for such purpose or at the organization meeting.

Property, labor or services may also be purchased or paid for with the capital stock at a just valuation of said property, to be fixed by the Directors of the Company. Stock in other corporations or going business may be purchased by the Corporation, in return for the issuance of its capital stock, and said purchases shall be on such basis for such consideration and the issuance of so much of the capital stock as the Directors of the company may decide.

ARTICLE IV: INITIAL CAPITAL

The amount of capital with which this *Corporation* will begin business is: Five thousand Dollars (\$ 5,000.00).

ARTICLE V: TERMS OF EXISTENCE

This *Corporation* shall be in perpetual existence unless dissolved by action of law, or by vote of the stockholders.

ARTICLE VI: ADDRESS

This Initial post office address of this *Corporation* in the State of Florida is:

87 Silver Park Cr., Kissimmee, Fl 34743

ARTICLE VII: DIRECTORS

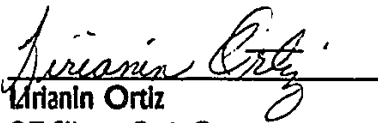
This *Corporation* shall have no less than one Director, who needs not be stockholder. The number of Directors may be increased from time to time as the stockholders desire, in accordance with the By-Law here of, but at no time shall there be a number less than one.

ARTICLE XIII: INITIAL REGISTERED OFFICE AND AGENT

The Initial Registered Office and Registered agent of the *Corporation* is:

Lirianln Ortiz
87 Silver Park Cr.
Kissimmee, Fl 34743

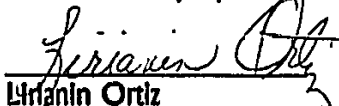
IN WITNESS WHEREOF, we hereunto set our hand(s) and seal this ____ day of _____, 1997.


Lirianln Ortiz
87 Silver Park Cr.
Kissimmee, Fl 34743

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OR PROCESS WITHIN THIS STATE, NAMING AGENT UPON
WHOM PROCESS MAY BE SERVED**

In compliance with Chapter 48.091, Florida Statutes, the following is submitted in compliance with said ACT: Lirianln Ortiz, 87 Silver Park Cr., Kissimmee, Fl 34743, desiring to organize under the laws of the State of Florida, with its principal place of business as indicated in the Articles of Incorporation, at the City of Orlando, Florida, Orange County, has named Lirianln Ortiz, 87 Silver Park Cr., Kissimmee, Fl 34743, as its agent to accept service of process within Florida.

Lirianln Ortiz, having been named to accept service of process for the above stated Corporation, at the place designated in this Certificate. I hereby accept 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.


Lirianln Ortiz

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