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FROM: EMPIRE CORPORATE KIT COMPANY ACCT#: 072450003255
CONTACT: RAY STORMONT
PHONE: (305)541-3694 FAX #: (305)541-3770

NAME: HOLIDAY HOME AMERICA, INC.
AUDIT NUMBER.....H97000013763
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.
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Bm 8/22/97



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

August 21, 1997

EMPIRE

SUBJECT: HOLIDAY HOME AMERICA, INC.
REF: W97000019339

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The name you are requesting is unavailable, since it has been reserved by another individual. In order to use the name, you must obtain their release.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6067.

Naysa Culligan
Document Specialist

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FLORIDA DEPARTMENT OF STATE
Sandra B. Morham
Secretary of State

Tallahassee, Florida

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June 19, 1997

SANDY CARRIER
815 N. HOMESTEAD BLVD.
SUITE 404
HOMESTEAD, FL 33030

The name HOLIDAY HOME AMERICA, INC. has been reserved for 120 days beginning June 19, 1997. The reservation number is R97000002989 and this reservation is **NONRENEWABLE**.

A reservation is not a grant of authority to use the name. It is only a withholding of a name from its availability for use by another. When the proposed document is submitted, the name will **AGAIN** be checked against the records of the Division and if still no conflict exists and all other requirements are fulfilled, the reserved name shall be filed as the entity name.

The Division of Corporations is a ministerial filing office and may not render any legal advice. The Division does not adjudicate the legality of any corporate name or arbitrate disputes between entities. You may wish to review other laws such as common law rights, including rights to a trade name; United States Code, Federal Trademark Act, Section 1051 (Lanham Act); Chapter 495, Florida Statutes, Registration of Trademarks and Service Marks (Florida Trademark Act); and Section 865.09, Florida Statutes (Fictitious Name Act).

* **←** If someone else submits the document for filing, it must have a copy of this letter attached.

Should you have any questions regarding this matter, please telephone (904) 488-9000, the Name Availability Section

Tracy Smith

Letter number: 097A00032713

Robert Charles, Esq.

** Please attach this to filing for
Holiday Home America, Inc.*

8/21/97

Thank you,

Sandy Carrier

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Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314

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**ARTICLES OF INCORPORATION
OF
HOLIDAY HOME AMERICA, INC.**

The undersigned Incorporator to these Articles of Incorporation, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I. CORPORATE NAME.

The name of this Corporation is:
HOLIDAY HOME AMERICA, INC.

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ARTICLE II. NATURE OF BUSINESS AND POWERS.

The general nature of the business to be transacted by this Corporation is to engage in any and all business permitted under the laws of United States and of the State of Florida.

ARTICLE III. CAPITAL STOCK.

The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is Five Thousand (5,000) shares of common stock having a par value of One (\$1.00) Dollar per share.

Robert A. Chavez, Esquire
Teicher Chavez Rubin Forman & Muller, P.A.
2101 Corporate Boulevard, Suite 216
Boca Raton, Florida 33431
Florida Bar No. 283525
(561) 998-7847

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Shares may be issued only for a consideration having a value, in the judgment of the Board of Directors, at least equivalent to the full par value of the stock to be issued. All shares issued shall be fully paid and nonassessable.

ARTICLE IV. TERM OF EXISTENCE.

This Corporation shall have perpetual existence.

ARTICLE V. PRINCIPAL OFFICE AND MAILING ADDRESS.

The principal office and mailing address of the Corporation are:

166 Harbor Drive
Key Biscayne, Florida 33149

ARTICLE VI. REGISTERED AGENT AND INITIAL REGISTERED OFFICE.

The Registered Agent and the street address of the initial Registered Office of this Corporation in the State of Florida shall be:

M & W Agents, Inc.
2101 Corporate Boulevard, Suite 216
Boca Raton, Florida 33431

The Board of Directors may, from time to time, move the Registered Office to any other address in the State of Florida.

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ARTICLE VII. BOARD OF DIRECTORS.

This Corporation shall have one (1) Director initially. The number of Directors may be increased or diminished from time to time by Bylaws adopted by the Shareholders, but shall never be less than one (1).

ARTICLE VIII. INITIAL DIRECTOR.

The name of the initial Director of this Corporation and his street address are:

Adrian Gattiker
166 Harbor Drive
Key Biscayne, Florida 33149

The person named as initial Director shall hold office for the first year of existence of this Corporation or until his successor is elected or appointed and have qualified, whichever occurs first.

ARTICLE IX. INCORPORATOR.

The name and street address of the person signing these Articles of Incorporation as the Incorporator are:

M & W AGENTS, INC.
2101 Corporate Boulevard, Suite 216
Boca Raton, Florida 33431

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ARTICLE X. CONFLICT OF INTEREST.

No contract between this Corporation and another corporation or another individual shall be invalidated by reason of the fact that one or more of the Officers or Directors of this Corporation are Officers or Directors of the said other corporation, or by reason of the fact that one or more of the Officers or Directors of this Corporation may be the other individual or individuals contracting with this Corporation.

ARTICLE XI. 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 Shareholders, and approved at a Shareholders' meeting by at least a majority of the stock entitled to vote thereon, unless all of the Directors and all of the Shareholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned, as the Incorporator, has executed the foregoing Articles of Incorporation this 20 day of August, 1997.

M&W AGENTS, INC.

Robert A. Chaves, Vice President

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

Pursuant to Sections 48.091 and 607.0501, Florida Statutes, the following is submitted, in compliance with said Sections:

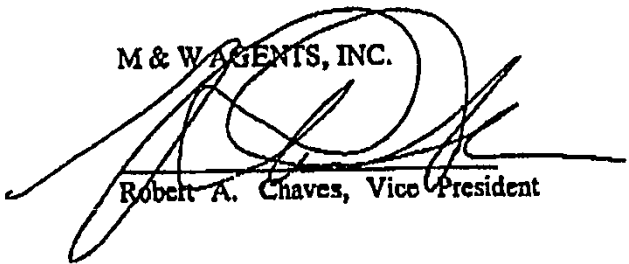
That HOLIDAY HOME AMERICA, INC., desiring to organize under the laws of the State of Florida, has named M & W Agents, Inc., located at Boca Raton, County of Palm Beach, State of Florida, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated Corporation, at the place designated in this certificate, M & W Agents, Inc. hereby agrees to act in this capacity, and agrees to comply with the provisions of said Act relative to keeping open said office.

Dated this 20 day of August, 1997.

M & W AGENTS, INC.



Robert A. Chaves, Vice President

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