

10/07/97 TUE 15:27 FAX 8490384

LDDKAR

001

P97000086650

10/07/97 FLORIDA DIVISION OF CORPORATIONS 3:01 PM  
PUBLIC ACCESS SYSTEM  
ELECTRONIC FILING COVER SHEET

((H97000016684 7)))

TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: LOWNDES, DROSDICK, DOSTER, KANTOR & REED, P. ACCT#: 072720000036

CONTACT: KYLE I. WHITE

PHONE: (407)843-4600

FAX #: (407)843-4444

NAME: PREMIER HOLIDAYS USA, INC.

AUDIT NUMBER.....H97000016684

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0 PAGES..... 2

CERT. COPIES.....1 DEL.METHOD.. FAX

EST.CHARGE.. \$122.50

NOTE: PLEASE PRINT THIS PAGE AND USE IT AS A COVER SHEET. TYPE THE FAX  
AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

\*\* ENTER 'M' FOR MENU. \*\*

ATTY: 181

CLIENT:

51046

MATTER:

55282

Premier Holidays, Ltd./General

PLEASE FILE THIS DOCUMENT WITH A FILING DATE OF TODAY, OCTOBER 7, 1997. THANK YOU!!!

FILED  
97 OCT - 7 AM 8:09  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

J. Nadeau OCT - 8 1997

H97000016684

ARTICLES OF INCORPORATION

OF

PREMIER HOLIDAYS USA, INC.

ARTICLE I - NAME

The name of this corporation is PREMIER HOLIDAYS USA, INC.

ARTICLE II - PRINCIPAL OFFICE AND MAILING ADDRESS

The street address of the principal office shall be 7710 White Ash Street, Orlando, Florida 32819 and the mailing address of the corporation shall be Suite 100, 6299 Airport Road, Mississauga, Ontario, Canada L4V 1N3.

ARTICLE III - CAPITAL STOCK

This corporation is authorized to issue ONE HUNDRED (100) shares of common stock having no par value.

ARTICLE IV - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 215 North Eola Drive, Orlando, Florida 32801, and the name of the initial registered agent of this corporation at that address is Gary R. Soles, Esquire.

ARTICLE V - INITIAL BOARD OF DIRECTORS

This corporation shall have three (3) directors initially. The number of directors may be either increased or decreased from time to time as provided in the Bylaws of the corporation, but shall never be less than one (1). The names and addresses of the initial directors are as follows:

This document was prepared by:

Gary R. Soles, Esquire

Florida Bar Number: 0614149  
Lowndes, Drosdick, Doster, Kantor & Reed, P.A.  
P. O. Box 2809  
Orlando, Florida 32802-2809  
(407) 843-4600

H97000016684

FILED  
97 OCT - 7 AM 8 10  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

H97000016684

Ram K. Sud

70 Clarendon Avenue  
Toronto, Ontario, Canada M4V 1J3

Leonard Nathan

26 Sixpenny Court  
Thornhill, Ontario, Canada

Robert B. Niddery

37 Shaftsbury Avenue  
Richmond Hill, Ontario, Canada L4C 9K3

**ARTICLE VI - INCORPORATOR**

The name and address of the person signing these Articles are as follows:

Gary R. Soles

215 North Eola Drive  
Orlando, Florida 32801

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 7th day of October, 1997.

  
\_\_\_\_\_  
Gary R. Soles, Incorporator

**ACCEPTANCE OF REGISTERED AGENT**

The undersigned hereby accepts the designation as Registered Agent of PREMIER HOLIDAYS USA, INC.

  
\_\_\_\_\_  
Gary R. Soles

**WAIVER OF SUBSCRIPTION RIGHTS**

The undersigned hereby waives any rights of subscription which may have accrued by virtue of the undersigned acting as Incorporator of PREMIER HOLIDAYS USA, INC.

  
\_\_\_\_\_  
Gary R. Soles

H97000016684

FILED  
97 OCT - 7 AM 8:10  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA