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Paula M. Kandel, Attorney at Law

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

595 N. Nova Road, Suite 112
Ormond Beach, Florida 32174
(904) 676-0360
Fax (904) 676-0360

October 14, 1997

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

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***122.50 ***122.50

Re: Articles of Incorporation/
VACATION STATION TRAVEL SERVICES, INC.

To Whom It May Concern:

Enclosed please find the original and one copy of the below listed Articles of Incorporation for filing with your office:

VACATION STATION TRAVEL SERVICES, INC.

Also enclosed is my client's check for the filing fee and certified copy of \$122.50. Please return the certified copy to me at the address above. Thank you for your assistance.

Sincerely,

Paula Kandel

Paula M. Kandel

Cc: Martin Kandel
Mike Stockton

P. Hoff 1007 27 1997

ARTICLES OF INCORPORATION

OF

VACATION STATION TRAVEL SERVICES, INC.

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**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

In compliance with the requirement of F.S. Chapter 607, the undersigned, being a natural person, does hereby act as an incorporator in adopting and filing the following articles of incorporation for the purpose of organizing a business corporation.

ARTICLE I

Name

The name of the corporation is:

VACATION STATION TRAVEL SERVICES, INC.

ARTICLE II

Nature of Business

The general nature of the business and the objectives and purposes proposed to be transacted and carried on, are to do any and all things here mentioned, as fully and to the same extent as natural person might or could do, viz:

(A) To market, develop, promote and secure travel business for individuals, groups, hotels, attractions, airlines, cruise lines and other tourism groups in the State of Florida, the United States and other countries; to deal in any manner whatsoever and in all types and descriptions of travel product development and sales in this regard, and to do all things and engage in all activities necessary and proper or incidental to said development, consultation, management and marketing of said travel products and services.

(B) In general, to carry on any other business in connection with the foregoing, and to have and exercise all the powers conferred by the law of the State of Florida upon corporation formed under its laws, and to do any or all things hereinbefore set forth to the same extent as natural persons might or could do.

ARTICLE III

Capital Stock

The maximum number of shares of stock that this corporation is authorized to have

outstanding at any one time is Ten Thousand (10,000) shares of Common voting stock of \$0.10 par value.

The consideration to be paid for each share shall be paid in money, property, labor or services rendered or to be rendered, at a just valuation to be fixed by the incorporator or by the directors at a meeting called for such purpose.

ARTICLE IV **Initial Capital**

The amount of capital with which this corporation shall begin business is not less than FIVE HUNDRED DOLLARS (\$500.00).

ARTICLE V **Terms of Existence**

The corporation is to exist perpetually.

ARTICLE VI **Address**

The street address of the principal office of this corporation in the State of Florida is:

1260 N. Atlantic Avenue
Daytona Beach, Florida 32118.

The Board of Directors may, from time to time, move the principal office to any other street address in Florida.

ARTICLE VII **Registered Office and Registered Agent**

The initial street address of the Corporation's registered office is 595 N. Nova Road, Suite 112, Ormond Beach, Florida 32174. The initial registered agent for the Corporation at that address is Paula M. Kandel, Attorney at Law.

ARTICLE VIII **Directors**

The initial number of Directors shall be one (1), who need not be stockholders. The number of Directors may be increased from time to time in such manner as may be prescribed by the by-laws, but shall never be less than one (1).

The corporation shall indemnify and hold harmless to the fullest extent legally permitted any person who shall serve at any time hereafter as a director or officer of the corporation, and any person who serves at the request of this corporation as a director or officer of any other corporation, from and against any and all claims and liabilities to which such person shall become subject by reason of his having heretofore or hereafter been a director or officer of the corporation, or by reason of any action alleged to have been heretofore or hereafter taken or omitted by him as such director or officer, and shall reimburse each such person for all legal and other expenses reasonably incurred by him in connection with any such claim or liability provided that no person shall be indemnified against, or be reimbursed for, any expenses incurred in connection with any claim or liability as to which it shall be adjudged that such officer or director is liable for negligence or willful misconduct in the performance of his duties.

The rights accruing to any person under the foregoing provisions shall not exclude any other right to which he may be lawfully entitled, nor shall any thing herein contained restrict the right of the corporation to indemnify or reimburse such person in any proper case though not specifically herein provided for.

It is agreed between the Stockholders and Directors that the Stockholder/Director may perform services for the corporation, and to that extent there is no conflict, provided the Stockholders/Directors agree to their service.

ARTICLE IX **Initial Directors**

The name and street addresses of the member of the first Board of Directors, who subject to the provisions of the Articles of Incorporation, the By-Laws, and the Corporation laws of the State of Florida, shall hold office for the first year of the corporation's existence, or until his successors is elected and has qualified, is:

<u>Name</u>	<u>Address</u>
Paula Kandel	595 N. Nova Road, Suite 112 Ormond Beach, Florida 32174

ARTICLE X **Incorporator**

The name and street address of the incorporator to these Articles of Incorporation is:

<u>Name</u>	<u>Address</u>
Paula Kandel	595 N. Nova Road, Suite 112 Ormond Beach, Florida 32174

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ARTICLE XI
Amendment

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The corporation reserves the right to amend, alter, change, or repeal any provision contained in these Articles of Incorporation, in the manner provided by law; and all rights conferred upon stockholders herein are granted subject to this reservation.

ARTICLE XII
Termination

This corporation shall only terminate by written agreement between the Stockholders, by operation of law, or by a court of competent jurisdiction.

IN WITNESS WHEREOF, the undersigned incorporator has executed these articles of incorporation this 14th day of October, 1997.

Paula M. Kandel
Name: PAULA M. KANDEL

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for VACATION STATION TRAVEL SERVICES, INC., at the place designated in the articles of incorporation, the undersigned is familiar with and accepts the obligations of that position pursuant to F.S. 607.0501(3).

Paula Kandel
Paula Kandel

Date: October 14, 1997