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

November 10, 1997

RE: Articles of Incorporation for ROLLING VACATIONS, INC.

Gentlemen:

Enclosed are proposed Articles of Incorporation and Registered Agent designation for the Corporation named above. My check for \$70.00 is also enclosed to cover the Registered Agent and filing fees. Please return the copy with your filing stamp. A certified copy of the Articles is not necessary.

Please prepare an acknowledgment for this corporation, and return it and the date stamped copy to this office.

Thank you for your assistance in this matter.

Very Truly Yours,


MATT WEINSTEIN

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*****70.00 *****70.00

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Max

Encl: Articles, check

Dmc
11-14-97

FILED
97 NOV 12 PM 1:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Articles of Incorporation
of
Rolling Vacations, Inc.

FILED

97 NOV 12 PM 1:50

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Article I - Name

The name of this Corporation is:
ROLLING VACATIONS, INC.

Article II - Principal Office and Mailing Address

The principal office and mailing address of the Corporation shall be 8360 SW 163d St., Miami, FL 33157

Article III - Duration

This Corporation shall have perpetual existence, commencing on the date of filing of these Articles.

Article IV - Purpose

This Corporation is organized for the purpose of engaging in the provision of services; in the import, export, manufacture, purchase and sale of wholesale and retail goods and in any business permitted by law.

Article V - Powers

The Corporation shall have all the Corporate Powers enumerated in the Florida General Corporations Act, Florida Statutes, Chapter 607, et. seq.

Article VI - Capital Stock

This Corporation is authorized to issue three hundred shares of no par value common stock. Said stock shall be issued pursuant to a plan under §1244 of the Internal Revenue Code of 1954 as amended by the Small Business Tax Revision Act of 1958. All of said Stock shall be payable in cash, services or property other than stock or securities in lieu of cash at a just valuation to be determined by the Board of Directors.

Article VII - Rights of Shareholders

Except as otherwise provided by law, the entire voting power for the selection of Directors, the adoption of By-Laws, and for all other purposes shall be vested exclusively in the holders of the outstanding Common Shares. At their option the affairs of the Corporation may be managed by the Shareholders.

Article VIII - Initial Registered Office and Agent

The Street Address of the Initial Registered Office of this Corporation is 8360 SW 163d St., Miami, FL 33157.

The initial Registered Agent of the Corporation at that address is MATILDE GARMLEY.

Article IX - Incorporator

The name and address of the person signing these Articles of Incorporation is MATILDE GARMLEY, 8360 SW 163d St., Miami, FL 33157.

Article X - Amendment

This Corporation reserves the right to amend or repeal, in the manner provided by law, the provisions contained in these Articles or any Amendments thereto, and any rights conferred upon Shareholders is subject to this reservation.

IN WITNESS WHEREOF the Undersigned Incorporator has executed these Articles of Incorporation and agrees to act as Registered Agent of the Corporation this 10th day of November, 1997, at Miami, in the County of Dade and State of Florida.

Matilde Garmley LS
INCORPORATOR and REGISTERED AGENT,
MATILDE GARMLEY

STATE OF FLORIDA
COUNTY OF DADE

BEFORE ME, the undersigned authority, personally appeared: MATILDE GARMLEY, being personally known by and to me, or who produced the following identification:

and she executed the foregoing Articles of Incorporation, and he acknowledged before me that she executed same for the purposes therein expressed.

WITNESS my hand and seal this 10th day of November, 1997.

MATT WEINSTEIN, Notary Public, State of Florida
Comm. # 10000

