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November 20, 1997

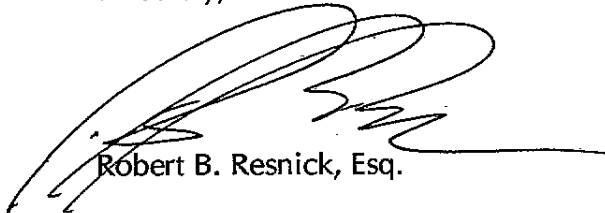
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

200002354412-3
-11/21/97-01092-002
*****78.75 *****78.75

Dear Sirs:

Enclosed are the original articles of incorporation of Vacation Tour Services, Inc., together with a check in the amount of \$78.75. Please file the documents and return to me a copy of the certificate of incorporation. I thank you for your attention to this matter.

Sincerely,



Robert B. Resnick, Esq.

Robert Resnick GAVE
AUTHORIZATION BY PHONE TO
CORRECT Article I - Correct name is Vacation Tour Services, Inc.
DATE 11-25 + RA acceptance
DOC. EXAM BB

97 NOV 21 PM 12:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
FILED

10/10
11-25-97

**Articles of Incorporation
of
Vacation Tour Services, Inc.**

FILED
97 NOV 21 PM 12:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned natural person, having capacity and acting as the incorporator of this corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such Corporation, to wit:

Article One - Name and Address: The name of the corporation is **Vacation Tour Services, Inc.**, whose mailing is 806-A NW 13th Avenue, Dania, Florida 33004.

Article Two - Commencement: The corporation is to commence its existence upon the filing of these articles by the Department of State, and will exist perpetually thereafter unless earlier dissolved in a manner prescribed by law.

Article Three - Purpose and Duration: The purpose of the corporation is to engage in for profit, any lawful act or activity for which corporations may be organized under the laws of the Florida General Corporation Act, and the corporation shall have such powers as are necessary to effectuate the purpose herein stated.

Article Four - Capital Stock: The maximum number of shares which the corporation shall have the authority to issue is Seven Thousand Five Hundred (7,500) shares one (\$1.00) dollar par value common stock.

Article Five - Preemptive Rights: The shareholders of any class or series of stock of the Corporation shall have the preemptive right to subscribe, in proportion to their holdings (rounded to the nearest share) at the price it is offered to others, for any unauthorized, but unissued common or treasury stock of the corporation to be issued.

Article Six - Management: The activities and affairs of the corporation shall be managed by a board of directors, the number of which shall be from time to time fixed by the by-laws of the corporation; but in no event shall the number be less than two (2). The Board of Directors is expressly authorized to make, alter or repeal the by-laws of the corporation. The initial Board of Directors shall consist of two (2) directors, whose names and addresses are as follows:

Steven S. Wherry
Michelle Miller

806-A NW 13th Avenue, Dania, Florida 33004
806-A NW 13th Avenue, Dania, Florida 33004

Article Seven - Indemnification: The corporation shall have the power to enter into an indemnity agreement with any officer, director or registered agent, or any former officer or director, indemnifying the same to the fullest extent permitted by law.

Article Eight - Initial Registered Agent and Office: The initial registered agent of the corporation and the street address of the initial registered office of the corporation in the State of Florida is:

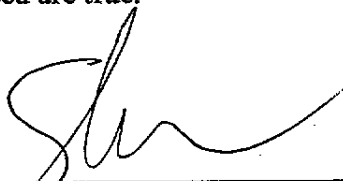
Steven S. Wherry 3020 N.W. 33rd Avenue
Fort Lauderdale, Florida 33311

Article Nine - Incorporator: The name and address of the incorporator thereunder is:

Steven S. Wherry 3020 N.W. 33rd Avenue
Fort Lauderdale, Florida 33311

The corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation in the manner now, or hereafter prescribed by the State of Florida, and all rights and powers conferred on the directors and shareholders herein are granted subject to this reservation.


IN WITNESS WHEREOF, the undersigned, for the purpose of forming a corporation under the laws of the State of Florida, does hereby make, follow and record these Articles, and certifies the facts herein stated are true.



Steven S. Wherry, Incorporator

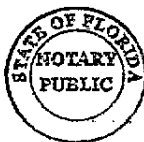
State of Florida }
 } SS:
County of Broward }

BEFORE ME, the undersigned authority, a notary public, in and for the State of Florida, at large, personally appeared **Steven S. Wherry**, who identified himself with a Florida driver's license, and who acknowledged execution of the foregoing instrument for the purposes therein contained.

 **WITNESS** my hand and official seal in the State and County last aforesaid, this day of November, 1997.



Notary Public

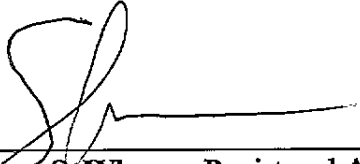


CYNTHIA M. CHERICO
My Comm Exp. 4/02/99
Bonded By Service Ins
No. CC450025

Personally Known Other I. D.

Acceptance by Registered Agent


I, **Steven S. Wherry**, hereby accept the position of Registered Agent for the corporation to be known as **Vacation Tour Services, Inc.**, and I agree to perform the duties of registered agent as required by the laws of the State of Florida.

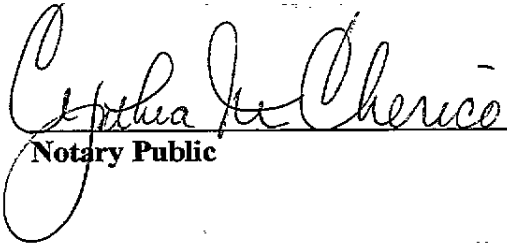


Steven S. Wherry, Registered Agent

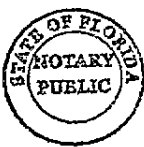
State of Florida }
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Notary Public



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SECRETARY OF STATE
TALLAHASSEE, FLORIDA