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LOUIS M. HILLMAN - WALLER

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CERTIFIED CIVIL MEDIATOR

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December 9, 1997

Secretary of State
Division of Corporation
Post Office Box 6327
Tallahassee, Florida 32314

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-12/11/97--01013--004
****122.50 ****122.50

RE: Articles of Incorporation of Club Holidays, Inc.

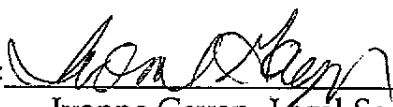
Dear Sir/Madam:

In regard to the above captioned matter enclosed please find the Articles of Incorporation of Club Holidays, Inc., along with a check in the amount of \$122.50 representing filing fee. We would respectfully request that these documents be filed in the office of the Secretary of State, Division of Corporations.

We thank you for your cooperation in this regard.

Very truly yours,

LAW OFFICES OF
LOUIS M. HILLMAN-WALLER

By: 
Ivonne Gayon, Legal Secretary for
LOUIS M. HILLMAN-WALLER, ESQ.

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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Enc.

12-11-97
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ARTICLES OF INCORPORATION

OF

CLUB HOLIDAYS, INC.

ARTICLE I.

CORPORATE NAME

The name of this Corporation shall be:

CLUB HOLIDAYS, INC.

The permanent and mailing address of the corporation shall be:

782 N.W. LeJeune Road, Ste. 350
Miami, Florida 33126

ARTICLE II.

NATURE OF CORPORATE BUSINESS

The Corporation may engage in any activity or business permitted under the laws of the United States and under the laws of the State of Florida.

ARTICLE III.

CAPITAL STOCK

This Corporation is authorized to issue a maximum of One Hundred (100) Shares of Stock. The Shares of Stock authorized shall be common stock having a par value of one (\$1.00) DOLLAR per share. The consideration to be paid for each share of stock shall be fixed by the Board of Directors.

ARTICLE IV.

INITIAL REGISTERED AGENT AND INITIAL REGISTERED OFFICE

The Corporation's initial Registered Agent and Registered Office in the State of Florida shall be:

Louis M. Hillman-Waller, Esq.
782 N.W. LeJeune Road, Ste. 350
Miami, Florida 33126

ARTICLE V.

BOARD OF DIRECTORS

The number of Directors may be altered from time to time by by-laws adopted by the Stockholders. However, the Corporation shall have no less than one (1) Director at any time.

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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ARTICLE VI.

INITIAL BOARD OF DIRECTORS

The name and post office address of the initial member(s) of the initial Board of Directors is/are:

Name

Address

Hans T. Barbachano

782 N.W. LeJeune Road, Ste. 350
Miami, Florida 33126

The members of the first Board of Directors shall hold office until the first annual meeting of Stockholders of the Corporation.

ARTICLE VII.

INCORPORATOR

The name and post office address of the Incorporator(s) executing these Articles of Incorporation is/are as follows:

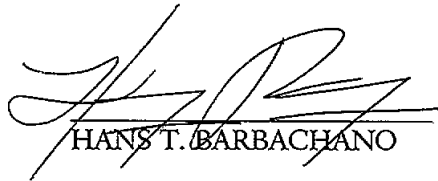
NAME

ADDRESS

Hans T. Barbachano

782 N.W. LeJeune Road, Ste. 350
Miami, Florida 33126

The undersigned Incorporator(s), for the purpose of forming a Corporation to do business within the State of Florida, does make and file these Articles of Incorporation, hereby declaring and certifying that the facts stated are true.


HANS T. BARBACHANO

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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STATE OF FLORIDA]

COUNTY OF DADE] SS.:

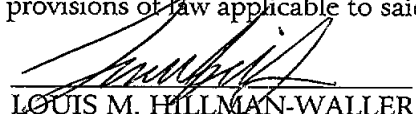
The foregoing instrument was acknowledged by me this 8th day of December, 1997, by Hans T. Barbachano, who is personally known to me or who has produced a N/A as identification and who did take an oath.




NOTARY PUBLIC

My Commission Expires:

The undersigned hereby accepts the foregoing designation as initial Registered Agent and agrees to comply with the provisions of law applicable to said designation.


LOUIS M. HILLMAN-WALLER