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ACCOUNT NO. : 072100000032

REFERENCE : 635211 4336650

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : December 15, 1997

ORDER TIME : 11:30 AM

ORDER NO. : 635211-005

CUSTOMER NO: 4336650

CUSTOMER: Mr. Nicholas J. Denovio
BAKER & MCKENZIE

Suite 1600
701 Brickell Avenue
Miami, FL 33131

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-12/15/97--01050--005
****122.50 ****122.50

DOMESTIC FILING

NAME: VACATION TIME TRAVEL, INC.

EFFECTIVE DATE:

XXXX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XXXX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Stacy L Earnest

EXAMINER'S INITIALS:

FILED
SECRETARY OF STATE
DIVISION OF INFORMATION
97 DEC 15 PM 3:17

RECEIVED
97 DEC 15 PM 1:13
DIVISION OF INFORMATION

ARTICLES OF INCORPORATION
OF
VACATION TIME TRAVEL, INC.

FILED
SECRETARY OF STATE
OFFICE OF CORPORATIONS
97 DEC 15 PM 3:17

ARTICLE I

NAME

The name of this corporation is Vacation Time Travel, Inc. and its mailing address is 701 Brickell Avenue, Suite 1600 (NJD), Miami, FL 33131.

ARTICLE II

NATURE OF BUSINESS

This Corporation is being formed for the following purposes:

- a. To engage in any and all lawful business or activity permitted under the laws of the United States and the State of Florida.
- b. To generally have and exercise all powers, rights and privileges necessary and incident to carrying out properly the objects herein mentioned.
- c. To do anything and everything necessary, suitable, convenient or proper for the accomplishment of any of the purposes or the attainment of any or all of the objects hereinbefore enumerated or incidental to the purposes and powers of the corporation or which at any time appear conducive thereto or expedient.

ARTICLE III

TERM OF EXISTENCE

This Corporation shall have perpetual existence unless sooner dissolved in accordance with the laws of the State of Florida. The date on which corporate existence shall begin is the date on which these Articles of Incorporation are filed with the Secretary of State of the State of Florida.

ARTICLE IV

CAPITAL STOCK

This Corporation is authorized to issue 10,000 shares of \$0.01 par value common stock, which shall be designated "Common Shares."

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is 6400 North Andrews Avenue, Park Plaza, Suite 200, Fort Lauderdale, FL 33309, and the name of the initial registered agent of this Corporation at that address is William C. Schmidt.

ARTICLE VI

INITIAL BOARD OF DIRECTORS

The Corporation shall have one (1) initial directors. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one. The name and address of the initial director of this Corporation is:

Names:

Ralph P. Muller

Addresses:

6400 North Andrews Avenue
Park Plaza, Suite 200
Fort Lauderdale, FL 33309

ARTICLE VII

DIRECTOR QUORUM AND VOTING

No less than a majority of the directors shall constitute a quorum for a meeting of directors. If a quorum is present, the affirmative vote of a majority of the directors present, or, if a director or directors have abstained from voting because of an interest in the matter to be voted upon, the affirmative vote of a majority of the directors present and voting, shall be the act of the Board of Directors.

ARTICLE VIII

VOTING REQUIREMENTS FOR SHAREHOLDERS

The affirmative vote of a majority of the shareholders of this Corporation entitled to vote shall be required for the authorization of any action of the shareholders of this Corporation.

ARTICLE IX

CLASSES OF DIRECTORS

The By-Laws of this Corporation may provide that the directors be divided into not more than four classes, as nearly equal in number as possible, whose terms of office shall respectively expire at different times, provided that no such term shall continue longer than four years and provided further that at least one-fifth in number of the directors shall be elected annually.

ARTICLE X

AMENDMENTS TO ARTICLES OF INCORPORATION AND BY-LAWS

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendments hereto and any right conferred upon the shareholders is subject to this reservation. Further, the power to adopt, alter, amend or repeal the By-Laws shall be vested in the Board of Directors of this Corporation.

ARTICLE XI

POWERS

This Corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act, as amended from time to time.

ARTICLE XII

DIVIDENDS

Dividends payable in shares of any class may be paid to the holders of shares of any other class.

ARTICLE XIII

INDEMNIFICATION

This corporation shall indemnify any and all of its directors, officers, employees or agents or former directors, officers, employees or agents or any person or persons who may have served at its request as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise in which it owns shares of capital stock or of which it is a

creditor, to the full extent permitted by law. Said indemnification shall include, but not be limited to, the expenses, including the cost of any judgments, fines, settlements and counsel's fees, actually and necessarily paid or incurred in connection with any action, suit or proceedings, whether civil, criminal, administrative or investigative, and any appeals thereof, to which any such person or his legal representative may be made a party or may be threatened to be made a party, by reason of his being or having been a director, officer, employee or agent as herein provided. The foregoing right of indemnification shall not be exclusive of any other rights to which any director, officer, employee or agent may be entitled as a matter of law or which he may be lawfully granted.


ARTICLE XIV

INCORPORATOR

The name and address of the person signing these Articles is:

Nicholas J. DeNovio
701 Brickell Avenue, Suite 1600
Miami, FL 33131

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on this 26 day of November, 1997.

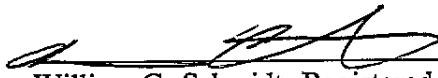


Nicholas J. DeNovio, Incorporator

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 DEC 15 PM 3:17

ACKNOWLEDGMENT OF REGISTERED AGENT

The undersigned, having been named as Registered Agent for Vacation Time Travel, Inc. at the place designated in these Articles of Incorporation, hereby agrees to act in such capacity and to comply with the provisions of law in relation thereto.


William C. Schmidt, Registered Agent