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FLORIDA INCORPORATORS INC

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FLORIDA DIVISION OF CORPORATIONS
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EFFECTIVE DATE
1-1-1998

TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: FLORIDA INCORPORATORS, INC.
CONTACT: MARK HANKINS
PHONE: (305)350-5221

ACCT#: 075350000473

FAX #: (305)350-9148

NAME: VACATION PROMOTIONS USA, INC.
AUDIT NUMBER.....H97000021078
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.
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ARTICLES OF INCORPORATION

OF

EFFECTIVE DATE
1-1-1998

VACATION PROMOTIONS USA, INC.

THE UNDERSIGNED, ACTING AS INCORPORATOR OF A CORPORATION UNDER THE FLORIDA BUSINESS CORPORATION ACT, ADOPTS THE FOLLOWING ARTICLES OF INCORPORATION:

FIRST: The name of the corporation is **VACATION PROMOTIONS USA, INC.**

SECOND: The period of its duration is perpetual.

THIRD: The date of the commencement of the corporate existence shall be January 1, 1998.

FOURTH: The purpose or purposes for which the corporation is organized is to engage in the transaction of any or all lawful business for which the corporation may be incorporated under the provisions of the Florida Business Corporation Act.

FLORIDA INCORPORATORS, INC.
1221 BRICKELL AVE, STE. 900
MIAMI, FL 33131
(305) 350-5221

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FIFTH: The aggregate number of shares which the corporation shall have authority to issue is **ONE THOUSAND (1,000) SHARES** of capital stock, \$.001 par value each.

SIXTH: The number of directors constituting the initial Board of Directors of the corporation is ONE (1) and the name and address of the person who is to serve as director until the first annual meeting of shareholders or until her successor(s) is elected and qualified is:

**MARIA T. UREBELARREA-MARTINEZ
2805 E. OAKLAND PARK BLVD. STE. 203
FT. LAUDERDALE, FL 33306**

SEVENTH: The name and address of the incorporator is:

**MARK HANKINS
701 BRICKELL KEY BLVD #604
MIAMI, FL 33131**

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EIGHTH: The name and address of the initial registered agent and the initial registered office is:

FLORIDA INCORPORATORS, INC.
1221 BRICKELL AVE. STE. 900
MIAMI, FL 33131

NINTH: The principal office and mailing address of the corporation is:

VACATION PROMOTIONS USA, INC.
2805 E. OAKLAND PARK BLVD. STE. 203
FT. LAUDERDALE, FL 33306


DATED: December 23, 1997


MARK HANKINS
Incorporator

ACCEPTANCE OF REGISTERED AGENT

I hereby am familiar with and accept the duties and responsibilities as registered agent of the corporation.

FLORIDA INCORPORATORS, INC.


MARK HANKINS
President

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