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TRANSMITTAL LETTER

January 12, 1998

Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

700002403367--5 -01/16/98--01084--013 ****131.25 ****131.25

SUBJECT: Vacation Destination Specialists, Inc.

I enclose an original and one copy of the Articles of Incorporation for the above corporation and a check in the amount of \$131.25. Please provide a certified copy of these Articles.

SIGNED:

From:

Eric Alboher

580 Terminal Drive

Naples, Florida 34104

941-649-7000

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ARTICLES OF INCORPORATION

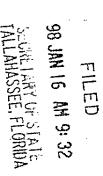
OF

VACATION DESTINATION SPECIALISTS, INC.

ARTICLE I NAME

The name of the corporation shall be

Vacation Destination Specialists, Inc.



ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

580 Terminal Drive

Naples, Florida 34104

ARTICLE III CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

One Hundred Shares

Par Value \$1.00

ARTICLE IV INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

Eric Alboher

580 Terminal Drive

Naples, Florida 34104

ARTICLE V INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is:

Eric Alboher

580 Terminal Drive

Naples, Florida 34104

The undersigned has executed these Articles of Incorporation this Twelfth Day of January, 1998.

Eric Alboher, Incorporator

CERTIFICATE OF DESIGNATION

REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

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Vacation Destination Specialists, Inc.

2. The name and address of the registered agent and office is:

Eric Alboher

NAPLES MUNICIPAL AIRPORT

580 Terminal Drive

Naples, Florida 34104

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Signature:

Eric Alboher

Title: President

Date: 12.10.0 1998

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

Signature:

Eric Alboher