

098000005481



ACCOUNT NO. : 072100000032

REFERENCE : 673159 7141242

AUTHORIZATION :

COST LIMIT : PPD

ORDER DATE : January 19, 1998

ORDER TIME : 11:13 AM

ORDER NO. : 673159-005

CUSTOMER NO: 7141242

900002404159--3
-01/20/98--01006--006
*****70.00 *****70.00

CUSTOMER: Stephen G. Lowman, President
VACATIONS GALORE!

Suite 406
230 Royal Palm Way
Palm Beach, FL 33480

DOMESTIC FILING

NAME: VACATIONS GALORE, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Cassandra Bryant

EXAMINER'S INITIALS:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JAN 20 AM 10:07

RECEIVED
98 JAN 20 AM 8:39
DIVISION OF CORPORATIONS

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JAN 20 AM 10:07

ARTICLES OF INCORPORATION

ARTICLE I - NAME

The name of this corporation is Vacations Galore, Inc.

ARTICLE II - PRINCIPAL OFFICE

The mailing address of this corporation shall be the following:

230 Royal Palm Way, Suite 406
Palm Beach, Florida 33480

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 10,000 shares of \$1.00 par value common stock, which shall be designated as "Common Shares."

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 230 Royal Palm Way, Suite 406, Palm Beach, Florida 33480, and the name of the initial registered agent of this corporation at that address is Stephen G. Lowman, a Florida resident.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

The corporation initially shall have one (1) director to hold office until the first annual meeting of stockholders and his successor shall have been duly elected and qualified, or until his earlier resignation, removal from office or death. The number of Directors may be either increased or decreased from time to time in accordance with the By-Laws of the Corporation. The name and address of the initial Director is as follows:

Stephen G. Lowman
230 Royal Palm Way, Suite 406
Palm Beach, Florida 33480

ARTICLE VII - INCORPORATOR

The name and address of the Incorporator signing these articles is as follows:

Stephen G. Lowman
230 Royal Palm Way, Suite 406
Palm Beach, Florida 33480

ARTICLE VIII - IRC STOCK PROVISION

The stock of the corporation is intended to qualify under the requirements of Section 1244 of the Internal Revenue Code and the regulations thereunder. Such actions as necessary will be taken by the appropriate officers to accomplish this compliance.

ARTICLE IX - INDEMNIFICATION

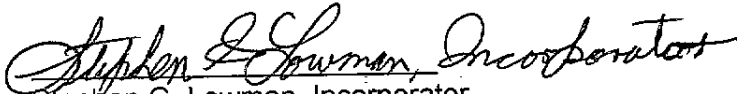
The corporation shall indemnify any Officer or Director or any former Officer or Director to the full extent permitted by law.

ARTICLE X - AMENDMENTS

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on the date of signing.

Dated: January 16, 1998


Stephen G. Lowman, Incorporator

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JAN 20 AM 10:07

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 to designate the registered office/registered agent in the State of Florida to accept service of process.

1. The name of the Corporation is **Vacations Galore, Inc.**
2. The name and address of the registered agent and office is as follows:

Stephen G. Lowman
230 Royal Palm Way, Suite 406
Palm Beach, Florida 33480

Signature: Stephen G. Lowman Pres.

Title: President

Date: January 16, 1998

ACCEPTANCE

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 I hereby 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: Stephen G. Lowman

Date: January 16, 1998