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Schantz
Schatzman &
Aaronson, P.A.

January 22, 1998

Secretary of State
State of Florida
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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-01/26/98--01065--020
****122.50 ****122.50

RE: Six Stars Vacations, Inc.

Gentlemen:

Enclosed herewith please find original Articles of Incorporation of the above corporation together with my Trust Account check payable to your order in the sum of \$122.50.

Would you please be good enough to file the enclosed Articles of Incorporation and send me a copy thereof after filing. I have enclosed a self-addressed stamped envelope for your convenience.

Please call me should you have any questions to the foregoing.

Sincerely,

SCHANTZ, SCHATZMAN & AARONSON, P.A.


IRVING SHIMOFF
Of Counsel

IS/srgv

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FILED
98 JAN 26 AM 9:48
STATE
TALLAHASSEE
FLORIDA

CB
1-28-98

ARTICLES OF INCORPORATION
OF
SIX STARS VACATIONS, INC.

FILED
98 JAN 26 AM 8:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator for purposes of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

- FIRST:** The name of the Corporation is SIX STARS VACATIONS, INC. (the "Corporation").
- SECOND:** The street address of the initial principal office and mailing address of the Corporation is c/o Irving Shimoff, 200 South Biscayne Boulevard, Suite 1050, Miami, Florida 33131.
- THIRD:** The Corporation is authorized to issue 7,500 shares of common stock, par value \$1.00 per share.
- FOURTH:** The street address of the initial registered office of the Corporation is 200 South Biscayne Boulevard, Suite 1050, Miami, Florida 33131, and the registered agent at that address is Irving Shimoff.
- FIFTH:** The name and address of the incorporator of the Corporation is Irving Shimoff, 200 South Biscayne Boulevard, Suite 1050, Miami, Florida 33131.
- SIXTH:** The Corporation is organized for the purpose of transacting any and all lawful activities or business for which corporations may be formed under Chapter 607 of the Florida Statutes.
- SEVENTH:** The Corporation expressly elects not to be governed by Section 607.0901 of the Florida Business Corporation Act, as amended from time to time, relating to affiliated transactions.
- EIGHTH:** The Corporation expressly elects not to be governed by Section 607.0902 of the Florida Business Corporation Act, as amended from time to time, relating to control share acquisitions.
- NINTH:** The corporate existence of the Corporation shall commence upon the filing of these Articles of Incorporation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 22 day of January, 1998.


IRVING SHIMOFF, Incorporator

ARTICLES OF APPOINTMENT
OF
REGISTERED AGENT

FILED
98 JAN 26 AM 8:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I hereby accept the appointment as Registered Agent contained in the foregoing Articles of Incorporation and state that I am familiar with and accept the obligations of Section 607.0505 of the Florida Business Corporation Act.

SIX STARS VACATIONS, INC.


IRVING SHIMOFF