

LAW OFFICES
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P98000015822

February 13, 1998

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

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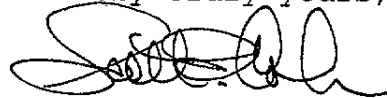
Re: Allstar Florida Vacations, Inc.

Dear Sir or Madam:

Enclosed herewith please find one original and two copies of Articles of Incorporation for the above referenced corporation and a check in the amount of \$122.50, representing the fees for filing, obtaining a certified copy and registered agent designation.

Please have one of these copies stamped as received and returned to my office. A self-addressed postage stamped envelope is enclosed for your convenience. Should you have any questions with regard to this filing, please do not hesitate to call.

Very truly yours,


Scott E. Cohn

SEC/slc

Enclosures

FILED
98 FEB 17 AM 9:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

9/2-18-98

ARTICLES OF INCORPORATION
OF
ALLSTAR FLORIDA VACATIONS, INC.

FILED
98 FEB 17 AM 9:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

NAME OF CORPORATION

The name of this organization shall be ALLSTAR FLORIDA
VACATIONS, INC.

ARTICLE II

TERM OF EXISTENCE

This corporation shall have perpetual existence.

ARTICLE III

GENERAL NATURE OF BUSINESS

The general purpose for which this corporation is organized
shall be to engage in any lawful activity or to transact any lawful
business for which a corporation may be incorporated under the
Florida Business Corporations Act.

ARTICLE IV

AUTHORIZED SHARES

The total authorized capital stock of this corporation shall
consist of 100 shares of Common Stock, par value \$0.01 per share.

ARTICLE V

CAPITAL TO BEGIN BUSINESS

The amount of capital with which this corporation will begin business shall be determined by the initial Board of Directors.

ARTICLE VI

ADDRESS OF PRINCIPAL OFFICE

The address of the principal office of the Corporation is:

2715 Chatham Circle
Kissimmee, Florida 34746

ARTICLE VII

ADDRESS OF REGISTERED OFFICE IN THIS STATE

The street address of the initial registered office of this Corporation in the State of Florida is 4520 N.E. 18th Avenue, Suite 101, Ft. Lauderdale, Florida 33334, and the initial registered agent of this Corporation at that address shall be Scott E. Cohn, Esq., who, by his signature below accepts this designation.



Registered Agent

ARTICLE VIII

NUMBER OF DIRECTORS

This corporation shall have not less than one (1) director

ARTICLE IX

INITIAL BOARD OF DIRECTORS

The names and street addresses of the initial members of the

98 FEB 17 AM 9:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

Board of Directors is:

NAME

ADDRESSES

KENNETH BRIAN SLOAN

2715 CHATHAM CIRCLE
KISSIMMEE, FLORIDA 34746

ARTICLE X

INCORPORATOR

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

NAME

ADDRESS

KENNETH BRIAN SLOAN


2715 CHATHAM CIRCLE
KISSIMMEE, FLORIDA 34746

ARTICLE XI

AFFILIATED TRANSACTIONS

This 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.

IN WITNESS WHEREOF, I have hereunto subscribed my hand and seal,
this 5th day of February, 1998.


KENNETH BRIAN SLOAN

STATE OF FLORIDA)

STATE OF FLORIDA)
)
COUNTY OF OSCEOLA)

SS: _____

The foregoing instrument was acknowledged before me this 5
day of FEB., 1998, by KENNETH BRIAN SLOAN, the Incorporator
and who executed the foregoing Articles of Incorporation, and who
is personally known to me or who produced PP 0314325 as
identification and who did (did not) take an oath.

NOTARY PUBLIC

Sign: Carmen Pasqualucci

Print: CARMEN PASQUALUCCI

My Commission Expires: _____

(SEAL)



CARMEN PASQUALUCCI
My Commission CC425267
Expires Dec. 07, 1998
Bonded by ANB
800-852-5878