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**CHARLES PERRY, ATTORNEY**

**1100 Cleveland Street, Suite 900**

**Clearwater, FL 34615**

**(813) 442-9330 Fax: 461-1872**

March 11, 1998

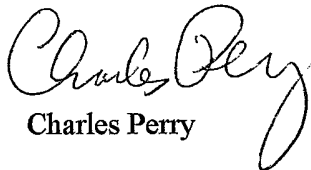
Secretary of State  
Division of Corporations  
New Filings  
PO Box 6327  
Tallahassee, FL 32314

Creative Vacation Alternatives, Inc.

Dear Sir:

Enclosed please find the original and one copy of the articles of amendment correcting the articles. Please file the amendment first, and the articles of amendment second. You have the check for the filing fee. I need a certificate of status for the company. and the stamped copies returned. Thank you.

Sincerely yours,

  
Charles Perry

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



**ARTICLES OF INCORPORATION**  
**OF**  
**CREATIVE VACATION ALTERNATIVES, INC.**

The undersigned, acting as incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation.

1. The name of the corporation is CREATIVE VACATION ALTERNATIVES, INC.

2. The period of its duration is perpetual.

3. The purpose of the corporation is to engage in the business of vacation alternatives and to engage in any businesses or activities which are permitted under the laws of the United States and the State of Florida.

4. The corporation shall have authority to issue 10,000 shares of one dollar par value common stock.

5. The address of the corporation's initial registered office is 1100 Cleveland Street, Clearwater, FL 33755.

The name of the registered agent at such address is Charles Perry.

6. The principal office of the corporation is located at  
1924 Whitney Way, Clearwater, Florida 34620.

7. The number of directors constituting the initial Board of Directors is two, whose names and addresses are: Alan J. Resnick, 9 Harrogate Drive, Hilton Head Island, South Carolina 29928, and Carol Dattoli, 1924 Whitney Way, Clearwater, Florida 34620.

8. The name and address of the incorporator is Carol Datolli, 1924 Whitney Way, Clearwater, FL 34620.

9. The Board of Directors shall have authority to adopt a printed seal and printed stock

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certificates for the use of the corporation.

10. The corporation shall indemnify each director to the fullest extent permitted by law.

11. Corporate existence shall begin on March 10, 1998.

Carol Dattoli  
Carol Dattoli, Incorporator

STATE OF FLORIDA    )  
                              ) S.S.  
COUNTY OF PINELLAS )

Before me, the undersigned authority, personally appeared Charles Perry, well known to me to be the person described in and who subscribed the forgoing Articles of Incorporation and did free and voluntarily acknowledge before me, according to law, that he made and subscribed the same for the uses and purposes therein mentioned and set forth.

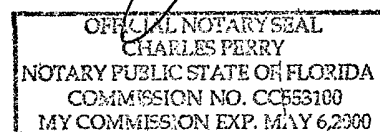
IN WITNESS WHEREOF, I have hereunto set my hand and my official seal at  
Clearwater, in the county and state aforesaid on March 11, 1998

Charles Perry  
NOTARY PUBLIC

My commission expires: \_\_\_\_\_

Personally Known \_\_\_\_\_ OR Produced Identification \_\_\_\_\_

Type of Identification Produced \_\_\_\_\_



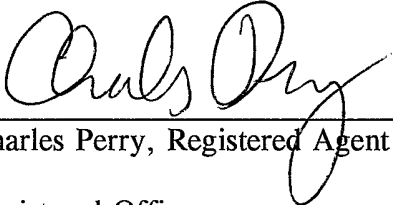
ACCEPTANCE OF DESIGNATION OF REGISTERED AGENT

In compliance with Section, 48.901, Florida Statutes, the following is submitted:

1. CREATIVE VACATION ALTERNATIVES, INC. has named Charles Perry as its agent to accept service of process within Florida. The designation is contained in the Articles of Incorporation of such corporation.

2. Having been so named to accept service of process for the above corporation, at the place designated in this certificated, I hereby agree to comply with the provision of all statutes relative to the proper and complete performance of my duties.

DATED at Clearwater, Florida on

  
Charles Perry, Registered Agent

Registered Office:

1100 Cleveland Street, Suite 900  
Clearwater, FL 33755

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