

7/23/98

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FLORIDA DIVISION OF CORPORATIONS
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FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
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NAME: MIAMI BEACH VACATIONS, INC.
AUDIT NUMBER.....H98000013669
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.
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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF

MIAMI BEACH VACATIONS, INC.

ARTICLE I
NAME

The name of this corporation is: MIAMI BEACH VACATIONS, INC.

ARTICLE II
DURATION

This corporation shall exist on a perpetual basis commencing on the date of the signing of these Articles.

ARTICLE III
PURPOSE

This corporation is organized for the purpose of engaging in any and all lawful businesses for which a corporation may be incorporated under the Florida General Corporation Act, Chapter 607, Florida Statutes.

ARTICLE IV
CAPITAL STOCK

This corporation is authorized to issue 1,000,000.00 shares of common stock, said shares having a par value of One Dollar (\$1.00) per share.

ARTICLE V
CAPITALIZATION

The amount of capital with which the corporation will begin business is not less than Five Hundred (\$500.00) Dollars.

ARTICLE VI
FURTHER AND OTHER POWERS

The corporation shall have all powers given to it by the laws of the State of Florida, now or hereafter, and any specific power enumerated shall not be construed as a limitation upon the powers of the corporation.

ARTICLE VII
VOTING RIGHTS

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding common shares.

PREPARED BY:
CHARLES H. GELMAN, P.A
1025 INGRAHAM BUILDING
25 S.E. 2ND AVENUE
MIAMI, FLORIDA 33131
(305) 579-9100

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ARTICLE VIII
INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may either be increased or diminished from time to time by the Bylaws but shall never be less than one (1). The name and address of the initial Board of Directors is as follows:

Christian Digemose, 1610 Collins Avenue, Miami Beach, Florida 33139.

ARTICLE IX
INCORPORATOR

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

Christian Digemose, 1610 Collins Avenue, Miami Beach, Florida 33139.

ARTICLE X
INITIAL REGISTERED AGENT

The street address of the initial registered agent is:

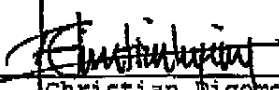
1610 Collins Avenue, Miami Beach, Florida 33139.

ARTICLE XI
INITIAL OFFICE OF THE CORPORATION

The street address of the initial office of the Corporation is:

1610 Collins Avenue, Miami Beach, Florida 33139.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation on this 23rd day of June, 1998.




Christian Digemose

STATE OF FLORIDA)
ss:
COUNTY OF DADE)

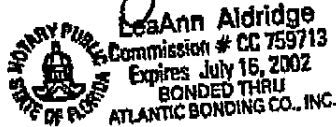
I HEREBY CERTIFY that before me, personally appeared, Christian Digemose, to me known to be the person described in and who executed the foregoing Articles of Incorporation and he acknowledged before me that he executed the same.

WITNESS my hand and official seal in the State of Florida, County of Dade, on this 23rd day of June, 1998.

My commission expires:



Notary Public



PREPARED BY:
CHARLES H. GELMAN, P.A.
1025 INGRAHAM BUILDING
25 S.E. 2ND AVENUE
MIAMI, FLORIDA 33131
(305) 579-9100

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CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted
in compliance with said Act:

First-----That Miami Beach Vacations, Inc., desiring to organize under the
laws of the State of Florida with its principal office, as indicated in the
Articles of Incorporation at City of Miami Beach, County of Dade, State of
Florida, has named Christian Digemose, located at 1610 Collins Avenue, Miami
Beach, Florida 33139 as its agent to accept service of process within this State.

ACKNOWLEDGEMENT

Having been named to accept service of process for the above-stated
corporation, at place designated in this Certificate, I hereby accept to act in
this capacity, and agree to comply with the provision of said Act relative to
keeping open said office.


Christian Digemose

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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