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DANLY CORPORATION

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

3121 COMMODORE PLAZA
PENTHOUSE #5
COCONUT GROVE, FLORIDA 33133
TELEPHONE (305) 529-1077
FAX (305) 529-1093

September 16, 1998

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

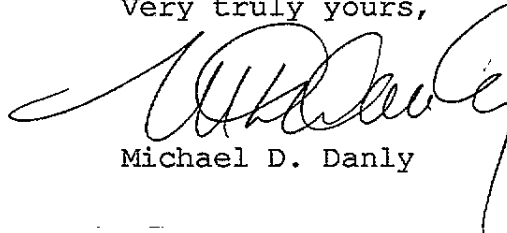
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Dear Sir or Madam:

Enclosed, please find the proposed Articles of Incorporation for Vacances Entreprises, Inc. I am also enclosing my check to the Secretary of State in the amount of \$131.25 and request that you return to me a certified copy of the articles of incorporation and a certificate of registration for the company. If you have any questions concerning any of the information contained in the articles or if the corporate name that we seek to register is not available, please contact me or my secretary, Maria, at (305) 529-1077.

Thank you for your prompt attention.

Very truly yours,



Michael D. Danly

MDD/med

P. Hall

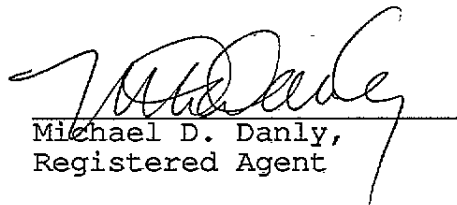
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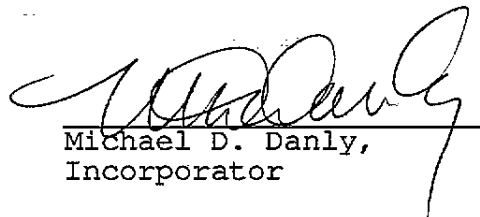


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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**Articles of Incorporation
of
Vacances Entreprises, Inc.**

1. The name of the corporation is Vacances Entreprises, Inc.
2. The principal office of the corporation is 3121 Commodore Plaza, Penthouse #5, Miami, Florida, 33133.
3. The company authorizes the issuance of one thousand (1000) shares of capital stock, with a par value of one dollar (\$1.00) per share.
4. The registered agent of the corporation is Michael D. Danly, 3121 Commodore Plaza, Penthouse #5, Miami, Florida, 33133.
5. The name of the incorporator is Michael D. Danly whose address is 3121 Commodore Plaza, Penthouse #5, Miami, Florida, 33133.
6. I accept the designation as registered agent of the corporation.


Michael D. Danly,
Registered Agent


Michael D. Danly,
Incorporator