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TAXMAN ACCOUNTING, INC.

1001 North Central Avenue
Kissimmee, Florida 34741
(407)932-3499 FAX (407)932-2339

January 7, 1999

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

100002736061--8
-01/11/99--01025--007
*****70.00 *****70.00

Re: BRIGHTSTAR VACATION SERVICES, INC.

Gentlemen:

Enclosed please find the Articles of Incorporation and Designation and Acceptance of Registered Agent for filing, together with a check in the amount of \$70.00.

I have also enclosed an additional copy of the Articles of Incorporation and would appreciate having this returned to me with the filing date stamped on it. Please send it to me at the following address:

ROBERT F. ROTHFELD
TAXMAN ACCOUNTING, INC.
1001 NORTH CENTRAL AVENUE
KISSIMMEE, FLORIDA 34741

FILED
99 JAN 11 PM 1:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Very truly yours,


Robert F. Rothfeld

Encs.

CB
1-12-99
5

ARTICLES OF INCORPORATION
OF
BRIGHTSTAR VACATION SERVICES, INC.

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I - CORPORATION NAME

The name of the corporation shall be:

BRIGHTSTAR VACATION SERVICES, INC.

ARTICLE II - PURPOSE

This corporation may engage in or transact any and all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, county, territory or nation.

ARTICLE III - CAPITAL STOCK

This corporation is authorized to issue FIVE HUNDRED shares (500) of "No Par Value" (\$0.00) Common Stock, which shall be designated "Common Shares."

ARTICLE IV - INITIAL REGISTERED OFFICE AND AGENT

The principal office, if known, or the mailing address of the corporation is:

2301 PINEBROOK DRIVE SUITE 201
KISSIMMEE, FLORIDA 34741

The name and street address of the Initial Registered Agent of this corporation is:

PAT LANDRY
2301 PINEBROOK DRIVE SUITE 201
KISSIMMEE, FLORIDA 34741

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE V - INITIAL BOARD OF DIRECTORS

This corporation shall have ONE (1) directors initially. The number of directors may be either increased or diminished from time-to-time by the By-Laws, but shall never be less than one (1). The names and addresses of the initial director(s) of the corporation are as follows:

PAT LANDRY
2301 PINEBROOK DRIVE SUITE 201
KISSIMMEE, FLORIDA 34741

ARTICLE VI - DURATION

This corporation shall exist perpetually unless dissolved according to Florida law.

ARTICLE VII - INCORPORATOR(S)

The names and addresses of the incorporator(s) signing these Articles of Incorporation are as follows:

PAT LANDRY
2301 PINEBROOK DRIVE SUITE 201
KISSIMMEE, FLORIDA 34741

IN WITNESS WHEREOF, the undersigned subscriber(s) have executed these Articles of Incorporation this 6th Day of January, 1999.

x Pat Landry

STATE OF FLORIDA

COUNTY OF OSCEOLA

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared:

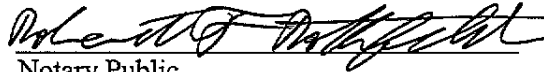
x Pat Landry
Signature

known to me
Form of Identification

known to me and known to be the person who executed the foregoing Articles of Incorporation, who acknowledged before me that he executed these Articles of Incorporation, that I relied upon the form(s) of identification of the above named person(s) as indicated opposite each name.

WITNESS my hand and official seal this 6th Day of January, 1999.

(SEAL)


Notary Public
State of FLORIDA



ROBERT F ROTHFELD
My Commission **CC537883**
Expires Apr. 22, 2000

My Commission Expires:
April 22, 2000

**DESIGNATION OF AND ACCEPTANCE
BY REGISTERED AGENT**

The following is submitted in compliance with the laws of the State of Florida. BRIGHTSTAR VACATION SERVICES, INC., a corporation organizing under the laws of the State of Florida, with its principal office located at:

2301 PINEBROOK DRIVE SUITE 201
KISSIMMEE, FLORIDA 34741

has named PAT LANDRY, whose address is:

2301 PINEBROOK DRIVE SUITE 201
KISSIMMEE, FLORIDA 34741

as its Agent to accept service of process within this State.

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99 JAN 11 PM 1:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCEPTANCE:

I agree as Registered Agent to accept service of process; to keep the office open during prescribed hours; to post my name (and any other officers of said corporation authorized to accept service of process at the above designated address) in some conspicuous place in the office as required by law.

Registered Agent:

x Pat Landry

STATE OF FLORIDA

COUNTY OF OSCEOLA

BEFORE ME, the undersigned authority, this day personally appeared PAT LANDRY, who, after being duly sworn, deposes and says that the facts and matters contained above are true and correct, and that he has executed the same for the purposes expressed herein.

WITNESS my hand and official seal this 6th Day of January, 1999.

Robert F Rothfeld
Notary Public
State of FLORIDA

(SEAL)

My Commission Expires:
April 22, 2000



ROBERT F ROTHFELD
My Commission CC537883
Expires Apr. 22, 2000