

Law Offices Of
R. PATRICK PHILLIPS

POST OFFICE BOX 1153

ORLANDO, FL 32802-1153

TELEPHONE (407) 425-7676

FACSIMILE (407) 425-7679

R. PATRICK PHILLIPS

100 N. THORNTON AVENUE

ORLANDO, FL 32801-2164

February 26, 1999

Corporate Records Bureau
Division of Corporations
Department of State
409 East Gaines Street
Post Office Box 6327
Tallahassee, Florida 32301

700002790207--4

03/01/99-01064-009
*****78.75 *****78.75

Re: Florida Vacation Alliance, Inc.

Dear Madam/Sir:

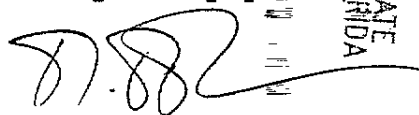
Enclosed herewith please find the following relative to the filing of the above-referenced corporation:

1. Original and one copy of Articles of Incorporation
2. Check in the sum of \$78.75, to cover the following:

A. Filing Fees	35.00
B. Certified Copy	8.75
C. Registered Agent Designation	35.00
	<u>\$ 78.75</u>

Thank you for your help in this matter.

Very truly yours



R. Patrick Phillips

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

99 MAR -1 PM 4:25

FILED

RPP\dwn
Enclosure

T.A. - 3/3/99

**ARTICLES OF INCORPORATION
OF
FLORIDA VACATION ALLIANCE, INC.**

FILED
99 MAR -1 PM 4:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - FLORIDA VACATION ALLIANCE, INC.

The name of this corporation is FLORIDA VACATION ALLIANCE, INC.

ARTICLE II - PURPOSES

This corporation is organized for the purpose of transacting any or all lawful business pursuant to the provisions of Chapter 607, Florida Statutes.

ARTICLE III - CAPITAL STOCK

The maximum number of shares this corporation is authorized to issue is 7,000 shares all of which shall be common shares. All common shares shall be identical with each other in every respect and the holders thereof shall be entitled to one vote for each share upon all matters on which shareholders have the right to vote.

ARTICLE IV - PRINCIPAL OFFICE

The street address of the initial principal office of this corporation is 200 N. Thornton Avenue, Orlando, Florida 32801. The mailing address of the corporation is the same.

ARTICLE V - DURATION

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

ARTICLE VI - REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 200 N. Thornton Avenue, Orlando, Florida 32801 and the name of its initial registered agent at such address is R. Patrick Phillips, Esquire.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have one Director 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. The names and address of the initial Director of this corporation is:

Steven M. Katz
439 Hyacinth Court, No. 301
Altamonte Springs, Florida 32714

ARTICLE VIII - INCORPORATOR

The name and address of the person signing these ARTICLES OF INCORPORATION is:

Steven M. Katz
439 Hyacinth Court, No. 301
Altamonte Springs, Florida 32714

IN WITNESS WHEREOF, the undersigned subscriber has
executed these ARTICLES OF INCORPORATION this 26th day of
February, 1999.

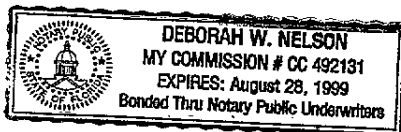

STEVEN M. KATZ

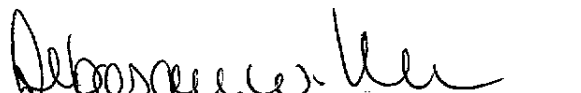
STATE OF FLORIDA
COUNTY OF ORANGE

BEFORE ME, a Notary Public authorized to take acknowledgements
in the State and County set forth above, personally appeared STEVEN
M. KATZ, known by me to be the person who executed the foregoing
ARTICLES OF INCORPORATION, and who acknowledged before me that he
executed those ARTICLES OF INCORPORATION.

THE FOREGOING INSTRUMENT was acknowledged before me this 26th
day of Feb., 1999, by STEVEN M. KATZ, who produced FC DL
#K320-793-67-1090 as identification.

WITNESS my hand and official seal in the County and State last
aforesaid this 26th day of February, 1999.





DEBORAH W. NELSON
Notary Public-State of Florida

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

Pursuant to Chapter 48.091 and 607.0501, Florida Statutes, the following is submitted in compliance with said Act.

FIRST: That FLORIDA VACATION ALLIANCE, INC. desiring to organize under the laws of the State of Florida, with its principal offices located at 200 N. Thornton Avenue, Orlando, Florida 32801, has named R. Patrick Phillips, Esq., of 200 N. Thornton Avenue, Orlando, Florida 32801 as its agent to accept service of process within this State.

SECOND: Having been named as registered agent and to accept service of process for the above stated corporation, at the place designated in this Certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


R. PATRICK PHILLIPS

FILED
99 MAR - 1 PM 4:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA