

Division of Corporations

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P99000055026

Florida Department of State

Division of Corporations

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Katherine Harris, Secretary of State

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To:

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Fax Number : (850) 922-4001

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From:

Account Name : FERNANDEZ, PETR & ASSOCIATES

Account Number : 110514003576

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Fax Number : (305) 651-1278

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FILED**FLORIDA PROFIT CORPORATION OR P.A.**

Quality Holiday INC.

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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

June 16, 1999

FERNANDEZ PETR & ASSOCIATES

SUBJECT: HOLIDAYS, INC.
REF: W99000014064

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

THE CONFLICT IS HOLIDAY, LTD. DOC #A12655.

If you have any further questions concerning your document, please call (850) 487-6931.

Becky McKnight
Document Specialist

FAX Aud. #: H99000014503
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6-15-99

**ARTICLES OF INCORPORATION
OF
QUALITY HOLIDAY, INC.**

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a Florida Corporation

the undersigned, acting as incorporator of, under the Florida Business Corporation act, adopts the following Articles of Incorporation.

ARTICLE I. NAME

The name of this corporation is:
QUALITY HOLIDAY, INC.

ARTICLE II. ADDRESS

The corporation's mailing address is:
**11782 S. W. 81ST ROAD
PINECREST, FL 33156**

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ARTICLE III. COMMENCEMENT OF EXISTENCE

The existence of the corporation shall begin effective
June 15, 1999

Fernandez, Petr & Associates
1200 N. E. 207th Street
Miami, FL 33179-2019
(305)651-4649

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ARTICLE IV. PURPOSE

The corporation is organized to engage in any activity or business permitted under the laws of the United States and Florida.

ARTICLE V. AUTHORIZED SHARES

The maximum number of shares that the corporation is authorized to have outstanding at any time is 100 shares of common stock having a par value of \$1.00 per share.

ARTICLE VI. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 11782 S. W. 81ST ROAD PINECREST, FL 33156 and the name of the corporation's initial registered agent at the address is ANGELA MILLER.

ARTICLE VII. BOARD OF DIRECTORS

A Board of Directors consisting of no less than 1 director(s) shall manage the corporation. The number of directors may be either increased or diminished from time to time, as provided in the bylaws, but shall never be less than 1. The name(s) of the director(s):

Name
ANGELA MILLER
ROBERT P. McWILLIAMS

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Fernandez, Petr & Associates
1200 N. E. 207th Street
Miami, FL 33179-2019
(305)651-4649

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ARTICLE VIII. INCORPORATOR

The name and street address of the incorporator is:

Fernandez, Petr & Associates
1200 N. E. 207th Street
Miami, FL 33179-2019

The incorporator of the corporation assigns to this corporation his/her rights under Section 607.0201, Florida Statutes, to constitute a corporation, and he/she assigns to those persons designated by the board of directors any rights he/she may have as incorporator to acquire any of the capital stock of this corporation, this assignment becoming effective on the date corporate existence begins.

ARTICLE IX. CORPORATE OFFICERS

The corporate officers shall be as follows:
PRESIDENT/TREASURER - ANGELA MILLER
VICE-PRESIDENT/SECRETARY - ROBERT P. McWILLIAMS

ARTICLE X. AMENDMENTS

The corporation reserves the right to amend, alter, change, or repeal any provision in these Articles of Incorporation in the manner prescribed by law, and all rights conferred on shareholders are subject to this reservation.

The undersigned incorporator, for the purpose of forming a corporation under the laws of the State of Florida, has executed these Articles of Incorporation this 15TH day of June 1999.

Fernandez, Petr & Associates:

By: Virginia Petr
Virginia Petr, President

Fernandez, Petr & Associates
1200 N. E. 207th Street
Miami, FL 33179-2019
(305)551-4649

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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.

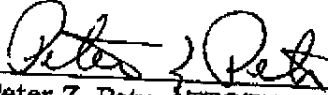
Pursuant to Chapter 48.091, Florida Statutes, the following is submitted:

That QUALITY HOLIDAY, INC., desiring to organize under the laws of the State of Florida with its initial registered office, as indicated in the Articles of Incorporation, at 11782 S. W. 81ST ROAD PINECREST, FL 33156, has named ANGELA MILLER, as its agent to accept service of process within this state.

ACKNOWLEDGEMENT

Having been named to accept service of process for the corporation named above, at the place designated in this certificate, I agree to act in that capacity, to comply with the provisions of the Florida Business Corporation Act, and am familiar with, and accept, the obligations of that position.

ANGELA MILLER
11782 S. W. 81ST ROAD PINECREST, FL 33156


Peter Z. Petr, ATTORNEY-IN-FACT
ANGELA MILLER
Dated: June 15, 1999

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