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Florida Department of State  
Division of Corporations  
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Katherine Harris, Secretary of State

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To:

Division of Corporations  
Fax Number : (850) 922-4001

From:

Account Name : FAS-T CORP. AGENTS, INC.  
Account Number : 071001002335  
Phone : (305) 599-0839  
Fax Number : (305) 716-0346

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

99 JUL - 8 AM 9:00

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

**REEL PROPERTIES & VACATIONS, INC.**

Certificate of Status	0
Certified Copy	1
Page Count	03
Estimated Charge	\$78.75

**ARTICLES OF INCORPORATION**  
**OF**

**REEL PROPERTIES & VACATIONS, INC.**

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopt(s) the following Articles of incorporation.

**ARTICLE I NAME**

The name of the corporation shall be:

REEL PROPERTIES & VACATIONS, INC.

The principal place of business of this corporation shall be :

2150 Coral Way, 3rd Floor Miami, Florida 33145 USA

**ARTICLE II NATURE OF BUSINESS**

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

**ARTICLE III CAPITAL STOCK**

The aggregate number of shares of stock and its value that this corporation is authorized to have outstanding at any one time is :

100 shares

**ARTICLE IV TERM OF EXISTENCE**

The corporation is to exist perpetually.

**ARTICLE V OFFICERS DIRECTORS**

The name(s) and street address(es) of the initial officer(s) and director(s), if any, who shall hold office the first year of the corporation's existence or until their successor(s) is (are) elected, is (are):

Carlos Prio 1112 Alfonso Ave. Coral Gables, Florida 33146

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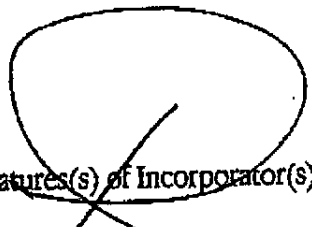
ARTICLES VI INCORPORATOR(S)

The name(s) and street address(es) of the incorporator(s) to this articles of incorporation is (are) :

Carlos Prio 1112 Alfonso Ave. Coral Gables, Florida 33146

IN WITNESS WHEREOF, the undersigned incorporator(s) has(have) executed these Articles of Incorporation this twelfth day of May.

Signatures(s) of Incorporator(s)

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**CERTIFICATE OF DESIGNATION**  
**REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 607.325, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation:

REEL PROPERTIES & VACATIONS, INC.

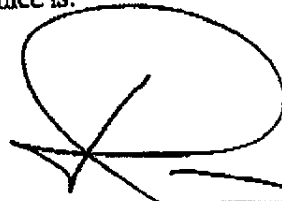
2. The name and address of the registered agent and office is:

Carlos Prio  
 2150 Coral Way, 3rd Floor  
 Miami, Florida 33145

SIGNATURE

TITLE

DATE



*Pres.*

07.08.99

99 JUL -8 AM 9:00  
 SECRETARY OF STATE  
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HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THE CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325, FLORIDA STATUTES.

SIGNATURE

DATE

07.08.99