

William Kent Westbrook
CERTIFIED PUBLIC ACCOUNTANT, P.A.

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P9900070625

July 28, 1999

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

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*****70.00 *****70.00

Re: CLASSIC MANAGEMENT & TRAVEL, INC.

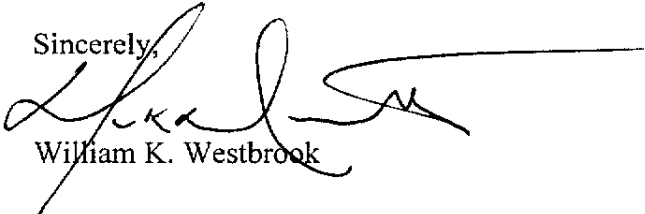
Gentlemen:

Enclosed please find the original and one copy of the Articles of Incorporation for CLASSIC MANAGEMENT & TRAVEL, INC., together with a check in the amount of \$70.00

This check is for payment of the filing fees and fee for the Registered Agent Designation. A Certified Copy is not desired at this time.

Thank you for your assistance in this matter.

Sincerely,



William K. Westbrook

Encls.

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

8-10
WS

ARTICLES OF INCORPORATION

of

CLASSIC MANAGEMENT & TRAVEL, INC.

(name of corporation)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, being of legal age and competent to contract, for the purpose of organizing a corporation pursuant to the laws of the State of Florida, do hereby adopt the following Articles of Incorporation, and do hereby agree and certify as follows:

ARTICLE I

CORPORATE NAME AND PRINCIPAL OFFICE

The name of this Corporation shall be CLASSIC MANAGEMENT & TRAVEL, INC., whose principal office shall be located at c/o Liberty Vacation Homes, Inc., 3501 W. Vine Street, Suite 326, Kissimmee, Florida 34741.

ARTICLE II

COMMENCEMENT OF CORPORATE EXISTENCE

This Corporation shall commence corporate existence on the day of the acceptance of these Articles of Incorporation and shall have perpetual existence unless sooner dissolved according to law.

ARTICLE III

PURPOSES AND GENERAL POWERS

The general purpose of this Corporation shall be the transaction of any and all lawful business. This Corporation shall have all of the powers enumerated in the Florida General Corporation Act, as the same now exists and as hereafter amended, and all such other powers as are permitted by applicable law, including , without limitation and only by illustration, the following:

(a) To have a corporation seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced.

(b) To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use, and otherwise deal in and with real or personal property or any interest therein, wherever situated.

(c) To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of any part of its property and assets.

(d) To lend money to, and use its credit to assist, its officers and employees.

(e) To purchase or otherwise acquire letters of intent, concessions, licenses, inventions, rights and privileges, subject to royalty or otherwise, and whether exclusive, nonexclusive, or limited, or any part interest in any of the foregoing, whether in the United States or in any other part of the world; to sell, let, or otherwise grant any patent rights, concessions, licenses, inventions, rights or privileges or any interest in any thereof; to register any patent or patents for any invention or inventions, or obtain exclusive or other privileges in respect of the same, in any part of the world, and to apply for, exercise, use or otherwise deal with any patent rights, concessions, monopolies, or other rights or privileges either in the United States or in any other part of the world; to manufacture and produce, and trade and deal in all machinery, plant, articles, appliances, and other things capable of being manufactured, produced or traded in by virtue of or in connection with any such letters patent, concessions, licenses, inventions, rights, or privileges as aforesaid.

(f) To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district, or municipality or of any instrumentality thereof.

(g) To aid in any manner any corporation, stock company, association, trust, trustee, government or governmental entity, or other person or entity whatsoever, whose stock, bonds, or other obligations or securities of any kind or character are held or are in any manner guaranteed by it, and to do any other acts or things for the preservation, protection or improvement or enhancement of the value of any property or rights or interests in property of any kind or character owned or held by it, and to do any acts or things, or refrain from doing any acts or things, designed for any such purpose.

(h) To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the Corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income.

(i) To enter into, make, receive assignments of, grant assignments of, and perform contracts of every nature and kind for any lawful purpose.

(j) To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested.

(k) To conduct its business, carry on its operations, and have offices and exercise the powers granted by the Florida General Corporation Act or by other applicable law within or without the State of Florida.

(l) To elect or appoint officers and agents and define their duties and fix their compensation.

(m) To make and alter bylaws, not inconsistent with its articles of incorporation or with the laws of the State of Florida, for the administration and regulation of its affairs.

(n) To promote, by all proper and legitimate agencies and means, education and educational institutions generally, and any and all charitable, religious, scientific and educational movements, purposes or causes; to make gifts and donations for the public welfare or for charitable, religious, scientific or educational purposes.

(o) To dedicate to the public or to any governmental entity or other entity whatsoever for any public or other purpose any of its real or personal property or any interest therein.

(p) To transact any lawful business which its Board of Directors shall find will be in aid of governmental policy.

(q) To pay pensions and establish and carry out pension plans, profit sharing plans, stock bonus plans, retirement plans, benefit plans, stock options plans, and other incentive and compensation plans for any or all of its directors, officers, and employees and for any or all of the directors, officers, and employees of its subsidiaries.

(r) To provide insurance for its benefit on the life or any of its directors, officers, or employees, or on the life of any shareholder for the purpose of acquiring at his death shares of its stock owned by the shareholder or by the spouse or children of the shareholder.

(s) To be a promoter, incorporator, general partner, limited partner, member, associate, or manager of any corporation, partnership, limited partnership, joint venture, trust, or other enterprise.

(t) To have and exercise all powers necessary or convenient to effect its general purpose.

ARTICLE IV

CAPITAL STOCK

1. Number and Class of Shares Authorized, Par Value.

The capital stock authorized, the par value thereof, and the class of such stock shall be as follows:

<u>Number of Shares Authorized</u>	<u>Par Value Per Share</u>	<u>Class of Stock</u>
1,000	\$1.00	Common

The consideration for all of the above stock shall be payable in cash, property (tangible and intangible), labor or services in lieu of cash; at a just valuation to be fixed by the Board of Directors of the Corporation.

Common stock of the corporation shall be issued as "small business corporation" stock in accordance with a plan or plans under the provision of Section 1244 of the Internal Revenue Code of 1954, as amended.

2. Voting Rights.

The Common Stock shall possess and exercise exclusive voting rights and at all meetings of the shareholders, each record holder of such stock shall be entitled to one vote for each share held. Shareholders holding Common Stock shall have no cumulative voting rights in any elections of directors of the Corporation.

3. No Preemptive Rights.

No shareholder of the Corporation shall have the right, upon the sale for cash or otherwise, of any new stock of the Corporation or of any stock of the Corporation held by it in its treasury or otherwise, of the same or any other kind, class or series as that which he already holds, to purchase his pro rata or any other share of such stock at the same price at which it is offered to others or any other price.

ARTICLE V

INITIALED REGISTERED OFFICE AND AGENT

The initial registered office of this Corporation shall be located at c/o Liberty Vacation

Homes, Inc., 3501 W. Vine Street, Suite 326, Kissimmee, Florida 34741 and the initial registered agent of the Corporation at that address shall be Nigel S. Rowe. The Corporation may change its registered agent or the location of its registered office, or both, from time to time without amendment of these Articles of Incorporation.

ARTICLE VI

INITIAL BOARD OF DIRECTORS

This Corporation shall have two (2) director(s) initially. The number of directors may be either increased or diminished from time to time as provided in the bylaws. The name and street address of the initial director(s) of this Corporation is (are):

Adrian P. Wheatley
c/o Liberty Vacation Homes, Inc.
3501 W. Vine Street, Suite 326
Kissimmee, Florida 34741

Alison Wheatley
c/o Liberty Vacation Homes, Inc.
3501 W. Vine Street, Suite 326
Kissimmee, Florida 34741

Directors may be removed without cause.

ARTICLE VII

INCORPORATORS

The name and street address of the person signing these Articles as Incorporator is:

Nigel S. Rowe
3501 W. Vine Street, Suite 326
Kissimmee, Florida 34741

ARTICLE VIII

BYLAWS

Except as otherwise provided by law, the power to adopt, alter, amend or repeal the bylaws shall be vested in the Board of Directors.

ARTICLE IX

INDEMNIFICATION

In addition to any and all rights and duties under applicable law, the Corporation shall indemnify and hold harmless all of its directors, officers, employees and agents, and former directors, officers, employees and agents from and against all liabilities and obligations, including attorneys' fees, incurred in connection with any actions taken or failed to be taken by said directors, officers, employees and agents in their capacity as such except for willful misconduct or gross negligence.

ARTICLE X

CONFLICTS OF INTEREST

No contract or other transaction between this Corporation and any other corporation, and no act of this Corporation, shall in any way be affected or invalidated by the fact that any of the Directors of this Corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation. Any Director individually, or any firm of which any Director may be a member, may be a party to, or may be pecuniarily or otherwise interested in any contract or transaction of this Corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any Director of this Corporation who is also a director or an officer of such Corporation, or who is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this Corporation which shall authorized any such contract or transaction with like force and effect as if he were not such a director or officer of such other corporation, or not so interested.

ARTICLE XI

LIMITED LIABILITY OF SHAREHOLDERS

The private property of the shareholders shall not be subject to payment of the Corporation's debts to any extent.

ARTICLE XII

AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these

Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE XIII

HEADINGS AND CAPTIONS

The headings and captions of these various articles are inserted for convenience and none of them have any force or effect, and the interpretation of the various articles shall not be influenced by any of said headings or captions.

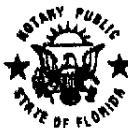
IN WITNESS WHEREOF, the undersigned, being the incorporator hereinbefore named, for the purpose of forming a corporation under the laws of the State of Florida to do business both within and without the State of Florida, hereby make and file these Articles of Incorporation declaring and certifying that the facts stated herein are true, and hereby subscribe thereto and hereunto set their hands and seals this 28~~th~~ day of July 1999.

Nigel S. Rowe (SEAL)
Nigel S. Rowe

STATE OF FLORIDA

COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 28~~th~~ day of July, 1999, by Nigel S. Rowe, who is personally known to me or who has produced a valid driver's license as identification and who did not take an oath.



WILLIAM K WESTBROOK
My Commission CC563815
Expires Jun. 19, 2000

William K. Westbrook
Print Name: William K. Westbrook
Notary Public - State of Florida
Commission Number: CC563815
My Commission Expires: 06/19/00

**CERTIFICATE DESIGNATING PLACE OF BUSINESS FOR THE
SERVICE OF PROCESS WITHIN FLORIDA AND REGISTERED
AGENT UPON WHOM PROCESS MAY BE SERVED**

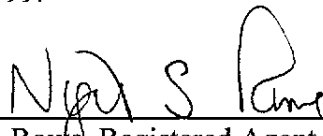
In compliance with Section 48.091, Florida Statutes, the following is submitted:

CLASSIC MANAGEMENT & TRAVEL, INC., desiring to organize as a corporation under the laws of the State of Florida with its registered office at c/o Liberty Vacation Homes, Inc., 3501 W. Vine Street, Suite 326, Kissimmee, Florida 34741, has named and designated Nigel S. Rowe as its Registered Agent to accept service of process within the State of Florida.

ACKNOWLEDGEMENT

Having been named to accept service of process for the above named corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties as Registered Agent.

Dated this 28th day of July, 1999.



Nigel S. Rowe, Registered Agent

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SECRETARY OF STATE
TALLAHASSEE, FL