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THE UNITED STATES CORPORATION COMPANY

FILED 99 JUL -8 PM 2:49

ACCOUNT NO. : 072100000032 SECRETARY OF STATE TALLAHASSEE, FLORIDA
REFERENCE : 300120 4381472
AUTHORIZATION : Patricia Pujato
COST LIMIT : \$ 78.75

ORDER DATE : July 8, 1999

ORDER TIME : 10:02 AM

ORDER NO. : 300120-005

CUSTOMER NO: 4381472

100002926471--9

CUSTOMER: Helen Ford, Legal Asst
BROAD AND CASSEL
BROAD AND CASSEL
Suite 1100
390 North Orange Avenue
Orlando, FL 32801

RECEIVED
99 JUL -8 AM 11:33
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

DOMESTIC FILING

NAME: V.I.P. VACATIONS, INC.

EFFECTIVE DATE: _

XX ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- XX CERTIFIED COPY
- PLAIN STAMPED COPY
- CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janine Lazzarini

EXAMINER'S INITIALS:

PH 7/8/99

ARTICLES OF INCORPORATION

OF

V.I.P. VACATIONS, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is V.I.P. VACATIONS, INC.

ARTICLE II - INITIAL PRINCIPAL OFFICE AND MAILING ADDRESS

The address of the initial principal place of business and mailing address of the corporation is 2180 West State Road 434, Suite 4160, Longwood, Florida 32779.

ARTICLE III - AUTHORIZED SHARES

The maximum number of shares of stock that the corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having a par value of \$.01 per share.

ARTICLE IV - INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of the corporation is 390 North Orange Avenue, Suite 1100, Orlando, Florida 32801 and the initial registered agent of this corporation at that address is B&C Corporate Services of Central Florida, Inc.

ARTICLE V - INCORPORATOR

The name and address of the incorporator is as follows:

<u>Name</u>	<u>Address</u>
B&C Corporate Services Central Florida, Inc.	390 North Orange Avenue Suite 1100 Orlando, Florida 32801

ARTICLE VI - INITIAL BOARD OF DIRECTORS

The name and street address of the initial members of this corporation's initial Board of Directors is as follows:

Bonnie Friedman


2180 West State Road 434
Suite 4160
Longwood, Florida 32779

IN WITNESS WHEREOF, the undersigned does hereby execute this instrument this 7th day of July, 1999.

Incorporator:

B&C Corporate Services of Central Florida, Inc.

By:


Helen Brock Ford, Vice President

DATED as of this 7th day of July, 1999.

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered agent, in the State of Florida.

1. The name of the corporation is V.I.P. VACATIONS, INC.
2. The name and address of the registered agent and office is:

B&C CORPORATE SERVICES OF CENTRAL FLORIDA, INC.
390 North Orange Avenue, Suite 1100
Orlando, Florida 32801

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

V.I.P. VACATIONS, INC.

By: B&C Corporate Services of Central Florida, Inc.

By: Helen Brock Ford
Helen Brock Ford, Vice President

Title: Incorporator

Dated this 7th day of July, 1999.

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, THE UNDERSIGNED HEREBY AGREES TO ACT IN THIS CAPACITY, AND FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF ITS DUTIES, AND ACCEPTS THE DUTIES AND OBLIGATIONS OF ITS POSITION AS REGISTERED AGENT INCLUDING THOSE CONTAINED IN SECTION 607.0505, FLORIDA STATUTES.

B&C Corporate Services of Central Florida, Inc.

By: Helen Brock Ford
Helen Brock Ford, Vice President

Dated this 7th day of July, 1999.