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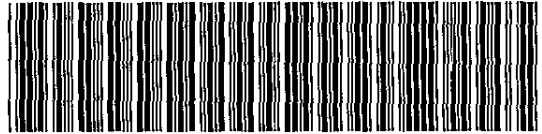
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TALLAHASSEE, FLORIDA



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 064905 7155110

AUTHORIZATION :

Patricia Pijoto

COST LIMIT : \$ 70.00

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : December 6, 2004

ORDER TIME : 11:50 AM

ORDER NO. : 064905-005

CUSTOMER NO: 7155110

CUSTOMER: Karen Curry
Cendant Corporation
1 Campus Drive

Parsippany, NJ 07054

FOREIGN FILINGS

NAME: CENDANT TIMESHARE RESORT
GROUP, INC.

XXXX QUALIFICATION (TYPE: CQ)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Sara Lea -- EXT# 2914

EXAMINER: _____

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA**

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO
REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.

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TALLAHASSEE, FLORIDA
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1. Cendant Timeshare Resort Group, Inc.

(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION,"
"Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")

(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. DE

(State or country under the law of which it is incorporated)

3. 20-0292443

(FEI number, if applicable)

4. 8/28/03

(Date of incorporation)

5. perpetual

(Duration: Year corp. will cease to exist or "perpetual")

6. n/a

(Date first transacted business in Florida, if prior to registration)
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. 8427 South Park Circle, Suite 500, Orlando FL 32819

(Principal office address)

1 Campus Drive, Parsippany NJ 07054

(Current mailing address)

8. Holding company

(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box NOT acceptable)

Name: Corporation Service Company

Office Address: 1201 Hays Street

Tallahassee

(City)

, Florida 32301

(Zip code)

10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Corporation Service Company

By: 

(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and business addresses of officers and/or directors:

A. DIRECTORS

Chairman: See attached listing

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: See attached listing

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. [Signature]

(Signature of Director or Officer listed in number 12 of the application)

14. Lynn A. Feldman, Vice President and Assistant Secretary

(Typed or printed name and capacity of person signing application)

Directors / Officers Report

As of 12/03/2004

Cendant Timeshare Resort Group, Inc.

Directors

James E. Buckman

Director

Primary Address: 9 West 57th Street
New York, NY 10019

Stephen P. Holmes

Director

Primary Address: 1 Campus Drive
Parsippany, NJ 07054

Officers

John W. McConnell

President and Chief Executive Officer

Primary Address: 8427 South Park Circle, Suite 500
Orlando, FL 32819 (USA)

David B. Wyshner

Executive Vice President and Treasurer

Primary Address: 1 Campus Drive
Parsippany, NJ 07054

Eric J. Bock

Executive Vice President and Secretary

Primary Address: 9 West 57th Street
37th Floor
New York, NY 10019

Robert J Evans

Senior Vice President and Chief Information Officer

Primary Address: 8427 South Park Circle
Orlando, FL 32819 (USA)

Laurence E. Kinsolving

Executive Vice President, Legal

Primary Address: 8427 South Park Circle
Orlando, FL 32819 (USA)

Craig D. Steeneck

Executive Vice President and Chief Financial Officer

Primary Address: 6 Sylvan Way
Parsippany, NJ 07054

Neil R. Aaronson

Senior Vice President, Finance

Primary Address: 9 West 57th Street
37th Floor
New York, NY 10019

Thomas A. Goodman

Senior Vice President, Legal

Primary Address: 8427 South Park Circle, Suite 500
Orlando, FL 32819 (USA)

Directors / Officers Report

As of 12/03/2004

Cendant Timeshare Resort Group, Inc.

Michael A. Hug	Senior Vice President and Controller
Primary Address:	8427 South Park Circle Orlando, FL 32819 (USA)
John T. McClain	Senior Vice President
Primary Address:	1 Campus Drive Parsippany, NJ 07054
Peter W. Menges	Executive Vice President, Marketing
Primary Address:	1 Campus Drive Parsippany, NJ 07054
Steven L. Thull	Senior Vice President
Primary Address:	8427 South Park Circle Orlando, FL 32819 (USA)
Kimberly W. Vukanovich	Senior Vice President, Finance and Administration
Primary Address:	10750 West Charleston, Suite 130 Las Vegas, NV 89135 (USA)
Mark E. Costello	Vice President and Assistant Secretary
Primary Address:	1 Campus Drive Parsippany, NJ 07054
Susan M. Danino	Vice President
Primary Address:	10 Sylvan Way Parsippany, NJ 07054
John P. Dempsey	Vice President, Legal
Primary Address:	8427 South Park Circle, Suite 500 Orlando, FL 32819 (USA)
Lynn A. Feldman	Vice President and Assistant Secretary
Primary Address:	1 Campus Drive Parsippany, NJ 07054
Joseph J. Huber	Vice President, Tax
Primary Address:	1 Campus Drive Parsippany, NJ 07054
Richard S. Meisner	Vice President and Assistant Secretary
Primary Address:	1 Campus Drive Parsippany, NJ 07054

Directors / Officers Report

As of 12/03/2004

Cendant Timeshare Resort Group, Inc.

Kevin Monaco

Vice President and Assistant Treasurer

Primary Address: 1 Campus Drive
Parsippany, NJ 07054

Jean Marie Sera

Vice President and Assistant Secretary

Primary Address: 1 Campus Drive
Parsippany, NJ 07054

Michael Toscano

Vice President, Planning and Analysis

Primary Address: 8427 South Park Circle, Suite 500
Orlando, FL 32819 (USA)

Delaware

PAGE 1

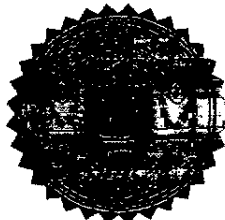
The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "CENDANT TIMESHARE RESORT GROUP, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE SIXTH DAY OF DECEMBER, A.D. 2004.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "CENDANT TIMESHARE RESORT GROUP, INC." WAS INCORPORATED ON THE TWENTY-EIGHTH DAY OF AUGUST, A.D. 2003.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

3697790 8300

AUTHENTICATION: 3523292

040876846

DATE: 12-06-04