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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 603170 7155110

AUTHORIZATION :

COST LIMIT : \$ 70.00

FILED
05 OCT -4 AM 9:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : September 19, 2005

ORDER TIME : 11:0 AM

ORDER NO. : 603170-025

CUSTOMER NO: 7155110

CUSTOMER: Maura Santos
Cendant Corporation
1 Campus Drive

Parsippany, NJ 07054

FOREIGN FILINGS

NAME: INTERVAL MANAGEMENT, INC.

DBA
FAIRFIELD RESORT MANAGEMENT SERVICES OF
PENNSYLVANIA, INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Troy Todd -- EXT# 2940

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.

1. Interval Management, Inc.

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

FAIRFIELD RESORT MANAGEMENT SERVICES OF PENNSYLVANIA, INC.

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

2. PA

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

3. 23-2086325

(FEI number, if applicable)

4. 1/17/79

(Date of incorporation)

5. perpetual

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

6. _____

(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. property manager for PA properties

(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: Laura R. Dunlap

(Registered agent's signature)

Laura R. Dunlap
as its agent

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: Please see attached

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: Please see attached

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, VP & Asst. Secy.
(Typed or printed name and capacity of person signing application)

Directors / Officers Report

As of 9/14/2005

Interval Management, 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

David B. Wyshner

Director

Primary Address: 1 Campus Drive
Parsippany, NJ 07054

Officers

Stephen P. Holmes

Chairman

Primary Address: 1 Campus Drive
Parsippany, NJ 07054

Scott Nassar

President

Primary Address: 8427 South Park Circle
Fairfield Resorts
8427 South Park Circle, FL 32819

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

Joel R. Buckberg

Executive Vice President and Assistant Secretary

Primary Address: 1 Sylvan Way
Parsippany, NJ 07054

James E. Buckman

Executive Vice President and Assistant Secretary

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

Anthony E. Hull

Executive Vice President

Primary Address: 1 Campus Drive
Parsippany, NJ 07054

Directors / Officers Report

As of 9/14/2005

Interval Management, Inc.

Laurence E. Kinsolving	Executive Vice President and Assistant Secretary
Primary Address:	8427 South Park Circle Orlando, FL 32819 (USA)
Michael A. Hug	Senior Vice President and Chief Financial Officer
Primary Address:	8427 South Park Circle Orlando, FL 32819 (USA)
Gail Mandel	Senior Vice President
Primary Address:	1 Campus Drive Parsippany, NJ 07054
John T. McClain	Senior Vice President and Corporate Controller
Primary Address:	1 Campus Drive Parsippany, NJ 07054
Richard S. Meisner	Senior Vice President and Assistant Secretary
Primary Address:	1 Campus Drive Parsippany, NJ 07054
Rochelle J. Boas	Vice President and Assistant Secretary
Primary Address:	1 Campus Drive Parsippany, New Jersey 07053
Elizabeth R. Cohen	Vice President and Assistant Treasurer
Primary Address:	1 Campus Drive Parsippany, NJ 07054
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
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
Gary Hyde	Vice President

Directors / Officers Report

As of 9/14/2005

Interval Management, Inc.

Primary Address: 8427 South Park Circle
Suite 500
Orlando, Florida 32819

Thomas P. Jones

Vice President and Assistant Secretary

Primary Address: 8427 South Park Circle
Orlando, Florida 32819

Kevin Monaco

Vice President and Assistant Treasurer

Primary Address: 1 Campus Drive
Parsippany, NJ 07054

Anne Morrison

Vice President and Assistant Secretary

Primary Address: 1 Campus Drive
Parsippany, NJ 07054

Jean Marie Sera

Vice President and Assistant Secretary

Primary Address: 1 Campus Drive
Parsippany, NJ 07054

Anna L. Walton

Assistant Secretary

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

Peter Hernandez

Senior Vice President and Division Controller

Primary Address: 10 Sylvan Way
Parsippany, NJ 07054

Kenneth Loury

Vice President and Division Controller

Primary Address:

Bobet Bennett Marshall

Vice President and Division Controller

Primary Address:

COMMONWEALTH OF PENNSYLVANIA
DEPARTMENT OF STATE

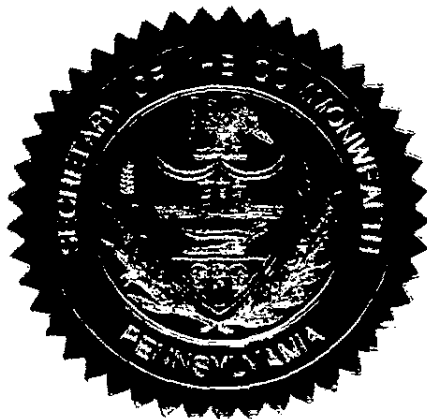
September 23, 2005

TO ALL WHOM THESE PRESENTS SHALL COME , GREETING :

I DO HEREBY CERTIFY THAT,

INTERVAL MANAGEMENT, INC.

is duly incorporated under the laws of the Commonwealth of Pennsylvania and remains subsisting so far as the records of this office show , as of the date herein .



IN TESTIMONY WHEREOF , I
have hereunto set my hand and
caused the Seal of the
Secretary's Office to be affixed,
the day and year above written.


Secretary of the Commonwealth

STMARTZ