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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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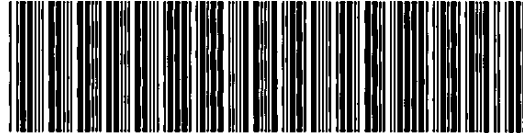
(Business Entity Name)

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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 304080 7155110

AUTHORIZATION

Spillclean

COST LIMIT : \$ 70.00

ORDER DATE : August 10, 2006

ORDER TIME : 10:06 AM

ORDER NO. : 304080-015

CUSTOMER NO: 7155110

FOREIGN FILINGS

NAME: WYNDHAM VACATION MANAGEMENT,
INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Denise Mick -- EXT# 2950

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. Wyndham Vacation Management, 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. Delaware

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

3. Pending

(FEI number, if applicable)

4. July 14, 2006

(Date of incorporation)

5. Perpetual

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

6. Upon filing

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

7. Wyndham Vacation Ownership, Inc. 8427 So. Park Circle, Orlando, FL 32819

(Principal office address)

8427 So. Park Circle, Orlando, FL 32819

(Current mailing address)

8. Hospitality management and related services and to engage in any act or activity for which corporations may be organized.

(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, Florida 32301

(City)

(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: Doreen F. Wallace

(Registered agent's signature)

Doreen F. Wallace
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:

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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A. DIRECTORS

Chairman: See attached officers/directors rider

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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SECRETARY OF STATE

B. OFFICERS

President: See attached officers/directors rider

Address: _____

Vice President: _____

Address: _____

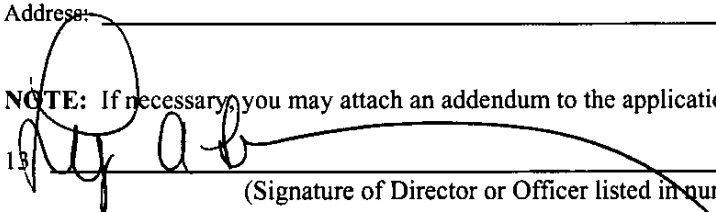
Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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

13. 
(Signature of Director or Officer listed in number 12 of the application)

14. Lynn A. Feldman, Vice President and Secretary
(Typed or printed name and capacity of person signing application)

Directors / Officers Report

As of 8/8/2006

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Wyndham Vacation Management, Inc.

06 AUG 11 PM 12:52

Directors

Stephen P. Holmes
Virginia M. Wilson

Director
Director

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Effective
7/14/2006
7/14/2006

Officers

Franz S. Hanning
David B. Wyszner
Thomas Anderson
Eric Assam
Mary Falvey
Michael A. Hug
Laurence E. Kinsolving
Carolyn Koenig
Scott G. McLester
Jeffrey D. Myers
David L. Pontius
L. Bryant Raper
Virginia M. Wilson
Neil R. Aaronson
Gregory J. Bendlin

President and Chief Executive Officer
Executive Vice President and Treasurer
Executive Vice President
Executive Vice President
Executive Vice President
Executive Vice President
Executive Vice President, Legal
Executive Vice President
Executive Vice President, Legal
Executive Vice President
Executive Vice President
Executive Vice President
Executive Vice President and Chief Financial Officer
Senior Vice President
Senior Vice President, Legal

Effective
7/14/2006
7/14/2006
7/14/2006
7/14/2006
7/14/2006
7/14/2006
7/14/2006
7/14/2006
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7/14/2006

Directors / Officers Report

As of 8/8/2006

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Wyndham Vacation Management, Inc.

Elizabeth R. Cohen	Senior Vice President and Treasurer	06 AUG 11 PM 12:52	8/1/2006
Dawn Costello	Senior Vice President	SECRETARY OF STATE TALLAHASSEE, FLORIDA	7/14/2006
Thomas Michael Duncan	Senior Vice President and Controller		7/14/2006
Thomas A. Goodman	Senior Vice President, Legal		7/14/2006
Kirsten Hotchkiss	Senior Vice President, Legal		8/1/2006
Mark A. Johnson	Senior Vice President		7/14/2006
Brian D. Keller	Senior Vice President		7/14/2006
Alan Litwack	Senior Vice President		7/14/2006
Gail Mandel	Senior Vice President		7/14/2006
John T. McClain	Senior Vice President		7/14/2006
Scott Nassar	Senior Vice President		7/14/2006
Gary E. Olmeim	Senior Vice President		7/14/2006
Terri Parnell	Senior Vice President		7/14/2006
Jerrold T. Piro	Senior Vice President		7/14/2006
Ben Porch	Senior Vice President		7/14/2006
Mathew B. Risinger	Senior Vice President		7/14/2006
Cindy Ross	Senior Vice President		7/14/2006
Nicola Rossi	Senior Vice President		8/1/2006
Steven L. Thull	Senior Vice President		7/14/2006
Michael Toscano	Senior Vice President		7/14/2006
Anne Morrison	Group Vice President, Legal		8/1/2006

Directors / Officers Report

As of 8/8/2006

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Wynndham Vacation Management, Inc.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Dina Belon	Vice President	7/14/2006
Charles A. Bott	Vice President, Legal	7/14/2006
Sheldon J. Bulgatz	Vice President	7/14/2006
Scott Cavanaugh	Vice President	7/14/2006
Jeffrey R. Cohen	Vice President, Legal	7/14/2006
Gregory S. Cooper	Vice President	7/14/2006
Susan Loring Crane	Vice President, Legal	7/14/2006
Joseph C. Davis	Vice President	7/14/2006
Mahmud Dhanani	Vice President	7/14/2006
George W. Dollar	Vice President	7/14/2006
Kenneth R. Dost	Vice President	7/14/2006
Thomas Feltz	Vice President	7/14/2006
Serena E. Frank	Vice President	7/14/2006
Frank Galus	Vice President	7/14/2006
Geoffrey T. Geddes	Vice President	7/14/2006
Gregory Geppel	Vice President	8/1/2006
Barry Goldschmidt	Vice President and Assistant Treasurer	8/1/2006
Rochelle Golub	Vice President, Legal	7/14/2006
Robert L. Graham	Vice President	7/14/2006
Mark L. Gray	Vice President	7/14/2006

Directors / Officers Report

As of 8/8/2006

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Wynndham Vacation Management, Inc.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Scott D. Grey	Vice President	7/14/2006
Thomas A. Griffin	Vice President	7/14/2006
George B. Hewes	Vice President, Legal	7/14/2006
Christopher J. Himebauch	Vice President	7/14/2006
Joseph M. Hollingshead	Vice President	7/14/2006
Ted C. Hunter	Vice President	7/14/2006
Gary Hyde	Vice President	7/14/2006
Emily C. Ingram	Vice President	7/14/2006
J.C. Johnson III	Vice President	7/14/2006
Robert A. Jones Jr.	Vice President	7/14/2006
Thomas P. Jones	Vice President, Legal	7/14/2006
Dortha J. Justice	Vice President	7/14/2006
Kelly Kahler	Vice President	7/14/2006
Donna Lash	Vice President	7/14/2006
Mark A. Lukens	Vice President	7/14/2006
Barbara A. Masticola	Vice President	7/14/2006
Steve Meete	Vice President	8/1/2006
Edward I. Milkula	Vice President	7/14/2006
John Monaweck	Vice President	7/14/2006
Jack H. Paauw	Vice President	7/14/2006
Stratis Pridgeon	Vice President, Legal	7/14/2006

Directors / Officers Report

As of 8/8/2006

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Wyndham Vacation Management, Inc.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Katherine Prince	Vice President	7/14/2006
Kenneth C. Rattray	Vice President	7/14/2006
Richard G. Reese III	Vice President	7/14/2006
Kevin D. Rinker	Vice President	7/14/2006
Barbara A. Rodino	Vice President	7/14/2006
Barbara Sellinger	Vice President, Legal	8/1/2006
Clarice M. Shadid	Vice President	7/14/2006
Roeland A. Sic	Vice President	7/14/2006
Thomas A. Smith	Vice President	7/14/2006
Kimberly R. Thompson	Vice President	7/14/2006
Daniel L. Walters	Vice President	7/14/2006
Gregory Watkins	Vice President	7/14/2006
James Whidden	Vice President	7/14/2006
Julie A. Wilhite	Vice President	7/14/2006
Karen A. Wise	Vice President	7/14/2006
Maria Lijoi	Assistant Secretary	8/1/2006
Anna L. Walton	Assistant Secretary	7/14/2006
Mandy Edwards	Executive Vice President and Chief Information Officer	7/14/2006
Lynn A. Feldman	Senior Vice President, Deputy General Counsel and Secretary	8/1/2006
Peter Hernandez	Senior Vice President and Group Controller	7/14/2006

Directors / Officers Report

Wyndham Vacation Management, Inc.
Kenneth Loury

Bobet Bennett Marshall

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As of 8/8/2006

Vice President and Group Controller	05 AUG 11 PM 12:52	7/14/2006
Vice President and Group Controller	SECRETARY OF STATE TALLAHASSEE, FLORIDA	7/14/2006

Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "WYNDHAM VACATION MANAGEMENT, 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 ELEVENTH DAY OF AUGUST, A.D. 2006.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "WYNDHAM VACATION MANAGEMENT, INC." WAS INCORPORATED ON THE TWELFTH DAY OF JULY, A.D. 2006.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



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Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 4968221

DATE: 08-11-06