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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

MRS
11/17

COVER LETTER

TO: New Filing Section
Division of Corporations

SUBJECT: Interval Leisure Group, Inc.

(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida," "Certificate of Existence," and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

Victoria J. Kincke

(Name of Person)

Interval Leisure Group, Inc.

(Firm/Company)

6262 Sunset Drive, PH

(Address)

Miami, Florida 33143

(City/State and Zip code)

For further information concerning this matter, please call:

Jennifer A. West

(Name of Person)

at (305) 666-1861 x7163

(Area Code & Daytime Telephone Number)

STREET/COURIER ADDRESS:

New Filing Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

MAILING ADDRESS:

New Filing Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Enclosed is a check for the following amount:

☐ \$70.00 Filing Fee

☒ \$78.75 Filing Fee &
Certificate of Status

☐ \$78.75 Filing Fee &
Certified Copy

☐ \$87.50 Filing Fee,
Certificate of Status &
Certified Copy

**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 Leisure 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. Delaware

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

3. 26-2590997

(FEI number, if applicable)

4. May 9, 2008

(Date of incorporation)

5. perpetual

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

6. August 20, 2008

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

7. 6262 Sunset Drive, Miami, FL 33143

(Principal office address)

6262 Sunset Drive, Miami, FL 33143

(Current mailing address)

8. To engage in any lawful act or activity for which corporations may be organized and incorporated under the General Corporation Law of the State of Delaware.

(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: Victoria J. Kincke

Office Address: 6262 Sunset Drive

Miami

(City)

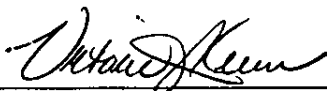
, Florida 33143

(Zip code)

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TALLAHASSEE, FLORIDA

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.



(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: Craig M. Nash

Address: 6262 Sunset Drive
Miami, FL 33143

Vice Chairman: _____

Address: _____

Director: Gregory R. Blatt

Address: 555 West 18th Street
New York, NY 10011

Director: David Flowers

Address: 555 West 18th Street
New York, NY 10011

B. OFFICERS

President, Chairman and Chief Executive Officer: Craig M. Nash

Address: 6262 Sunset Drive, Miami, FL 33143

Sr. Vice President: General Counsel and Secretary: Victoria J. Kincke

Address: 6262 Sunset Drive, Miami, FL 33143

Asst. Secretary: Michele L. Keusch

Address: 6262 Sunset Drive, Miami, FL 33143

Treasurer: Chief Financial Officer: William L. Harvey

Address: 6262 Sunset Drive, Miami, FL 33143

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors. ^{see} (attached)

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

14. Jeanette E. Marbert, Chief Operating Officer
(Typed or printed name and capacity of person signing application)

ADDENDUM TO:
APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA

INTERVAL LEISURE GROUP, INC.

A. DIRECTORS (continued)

Gary S. Howard
555 West 18th Street
New York, NY 10011

Lew Korman
555 West 18th Street
New York, NY 10011

Thomas J. Kuhn
555 West 18th Street
New York, NY 10011

Thomas J. McInerney
555 West 18th Street
New York, NY 10011

Tom Murphy, Jr.
555 West 18th Street
New York, NY 10011

Avy H. Stein
555 West 18th Street
New York, NY 10011

B. OFFICERS (continued)

Jeanette E. Marbert
Chief Operating Officer
6262 Sunset Drive
Miami, FL 33143

John A. Galea
Chief Accounting Officer
6262 Sunset Drive
Miami, FL 33143

Marie A. Lee
Chief Information Officer
6262 Sunset Drive
Miami, FL 33143

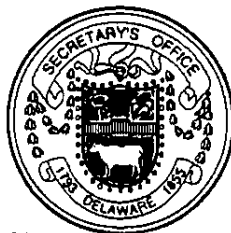
Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "INTERVAL LEISURE 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 TWENTY-SEVENTH DAY OF OCTOBER, A.D. 2008.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



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You may verify this certificate online
at corp.delaware.gov/authver.shtml

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 6934645

DATE: 10-27-08