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FILED
JAN 16 PM 12:49
TALLAHASSEE FLORIDA
SECRETARY OF STATE

January 12, 1997

Department of State
Division of Corporations
Amendment Section
P.O. Box 6327
Tallahassee, Florida 32314

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-01/16/97--01047--001
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-01/16/97--01047--001
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RE: Tango Bay Condominium Association, Inc. (the "Association")

Dear Sir or Madame:

Enclosed please find for filing an original and one (1) copy of the Amended and Restated Articles of Incorporation of RVS-Orlando Condominium Association, Inc., together with the requisite Certificate signed by said not for profit corporation's President. Also enclosed is a filing fee check in the amount of \$35.00.

As indicated in the enclosed Certificate, the sole purpose and effect of the subject Amended and Restated Articles of Incorporation is to change the name of the Association from Tango Bay Condominium Association, Inc. to RVS-Orlando Condominium Association, Inc. No other material changes to the Articles of Incorporation of Tango Bay Condominium Association, Inc., filed with the Division of Corporations on December 2, 1996, including but not limited to the names and addresses of the Association's incorporator, registered agent, and initial officers and directors, have been made.

If you have any questions, please feel welcome to call me.

Sincerely,

HOLLAND & KNIGHT, L.L.P.

AA Amend. & Rest. Art. & N/c

M. Weinberger

Mel S. Weinberger

VG JAN 24 1997

VS JAN 24 1997

CERTIFICATE

FILED
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SECTION 1
TALLAHASSEE, FLORIDA

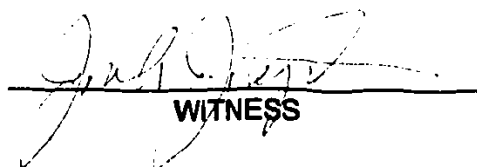
I, Frederick H. Conte, hereby certify that:

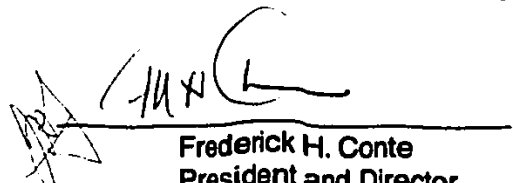
1. I am the President and a member of the Board of Directors of Tango Bay Condominium Association, Inc., a Florida not for profit corporation (the "Association"), the Articles of Incorporation of which were filed with the Department of State on December 2, 1996 (the "Original Articles"). I am over the age of twenty-one (21) years, and by my execution hereof, attest to my competency and knowledge of that which is set forth herein. I am a resident of the State of Nevada and a citizen of the United States.

2. As of December 17, 1996, the Association's sole member, Preferred Equities Corporation, and its Board of Directors adopted Amended and Restated Articles of Incorporation of RVS-Orlando Condominium Association, Inc. (the "Restated Articles"), the sole purpose and effect of which is to change the name of the Association from Tango Bay Condominium Association, Inc. to RVS-Orlando Condominium Association, Inc.

3. The Restated Articles supersede in their entirety the Original Articles. No other material changes to the Original Articles have been made by the Restated Articles, including but not limited to the names and addresses of the Association's incorporator, registered agent, and initial officers and directors.

IN WITNESS WHEREOF, this Certificate is given and executed as of the 17th day of December, 1996.


WITNESS


Frederick H. Conte
President and Director
TANGO BAY CONDOMINIUM ASSOCIATION, INC.

AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
RVS-ORLANDO CONDOMINIUM ASSOCIATION, INC.

Pursuant to the provisions of Chapter 617, Florida Statutes, the undersigned Florida not for profit corporation hereby adopts the following Amended and Restated Articles of Incorporation for said corporation which supersede in their entirety the Articles of Incorporation for Tango Bay Condominium Association, Inc. that were filed with the Florida Department of State on December 2, 1996.

ARTICLE I

Name

The name of this corporation is:

RVS-Orlando Condominium Association, Inc. (hereinafter referred to as the "Association").

ARTICLE II

Address of Principal Office

The address of the Association's principal office, as well as the Association's mailing address, is as follows:

4310 Paradise Road
Las Vegas, Nevada 89109

The corporation is a corporation not for profit.

ARTICLE III

Purposes

The purposes for which the Association is formed are:

A. To exercise all of the powers and privileges, perform all of the duties, and fulfill all of the obligations of the Association as set forth in the Association's Bylaws and in the

Declaration of Condominium for RVS at Orlando, A Condominium (the "Declaration"), duly recorded or to be recorded in the Public Records of Orange County, Florida, as both of which may lawfully be amended or supplemented from time to time, and to provide an entity for the furtherance of the interests of all of the Owners, including Developer, of Condominium Units and Timeshare Interests in RVS at Orlando, A Condominium (the "Resort"), with the objective of establishing and maintaining the Resort as a condominium of the highest possible quality and value and enhancing and protecting its value, desirability, and attractiveness. Unless expressly indicated to the contrary, the terms used herein shall have the meanings ascribed to them in the Declaration.

B. To fix, levy, collect, and enforce payment by all lawful means of all Assessments and other amounts levied pursuant to the terms of the Declaration; to pay all expenses in connection therewith and all administrative and other expenses incurred in exercising the Association's powers and performing its functions; to enforce the terms, covenants, restrictions, reservations, conditions, uses, limitations, and obligations set forth in the Declaration and the Association's Bylaws, and to make and enforce Rules and Regulations as provided therein.

C. To purchase, acquire, own, hold, lease, either as lessee or lessor, sell, convey, exchange, encumber, borrow against, improve, construct, maintain, equip, operate, and generally deal in real property and all property of any and every kind or description, whether real or personal, or any interest therein.

D. To perform and carry on any lawful activity whatsoever which the Association may deem proper and convenient in connection with any of the foregoing purposes or otherwise, or which may be calculated directly or indirectly to promote the interests of the Association or to enhance or further the accomplishment of any of its powers, purposes, and objectives; to conduct its business either inside or outside the State of Florida; to have and to exercise all of the powers conferred by the laws of the State of Florida upon not for profit corporations formed under the laws pursuant to and under which the Association is formed, as such laws are now in effect and may at any time hereafter be amended.

E. To carry out all or any part of the foregoing purposes as principal, agent, or otherwise, either alone or in conjunction with any person, firm, association, or other corporation and in any part of the world; to employ or engage independent contractors and employees, including specifically one or more managing agents to carry out some or all of its purposes; and for the purpose of obtaining or furthering any of its purposes, to make and perform contracts of any lawful kind and description with any person, firm, corporation, government, or governmental subdivision, to do such acts and things, to sue and be sued in its own name, and to exercise any and all such powers as a natural person could lawfully make, perform, do, or exercise, provided that the same shall not be inconsistent with the Declaration, the Association's Bylaws, or the laws of the State of Florida.

F. To exercise all other common law or statutory powers of a corporation not for profit which are not in conflict with the Declaration, the Association's Bylaws, or any applicable provision of law.

The foregoing statement of purposes shall be construed as a statement of both purposes and powers, and, except where otherwise indicated, the purposes and powers stated in each clause shall be in no way limited or restricted by reference to the terms or provisions of any other clause, but shall be regarded as independent purposes and powers.

ARTICLE IV

No Distributions

The Association is organized on a nonstock basis, does not contemplate pecuniary gain or profit to the members thereof, and is organized solely for nonprofit purposes. No dividends shall be paid, and in no event shall the net earnings, income, or assets of the Association be distributed to, or inure to the benefit of, its members, Directors, or Officers, except upon the dissolution of the Association. Notwithstanding the foregoing, the Association may pay compensation in a reasonable amount to its members, Directors, or Officers for services rendered, may confer benefits upon its members in conformity with its purposes, and upon dissolution or final liquidation, may make distributions to its members as permitted by Chapter 617, Florida Statutes. Any such payment, benefit, or distribution shall not constitute a dividend or a distribution of income or profit for purposes of this Article.

ARTICLE V

Term

The period of duration of the Association is perpetual.

ARTICLE VI

Members

A. Each Owner, including Developer to the extent it is deemed an Owner of any Condominium Unit(s) or Timeshare Interest(s) in accordance with the provisions of the Declaration, shall be a member of the Association until he ceases to be an Owner.

B. Each member shall have such rights, benefits, and privileges (including the right to vote at Association meetings) and be subject to such duties, obligations, and restrictions,

including restrictions governing the transfer of a membership in the Association, as are set forth in the Declaration and the Association's Bylaws.

ARTICLE VII

Board of Directors

A. The affairs of the Association shall be governed by a Board of Directors composed of at least three (3) but no more than seven (7) individuals; provided, however, that the Board shall at all times be composed of an odd number of Directors. Provisions regarding the qualification, election, term, removal, and resignation of Directors shall be set forth in the Association's Bylaws.

B. The initial Board of Directors shall be appointed by Developer and shall serve until such time as Developer appoints replacement Directors or until their successors have been qualified and duly elected by the members of the Association in the manner provided in the Bylaws. The names and addresses of the persons who are to serve as the Association's Directors are:

Frederick H. Conte
4310 Paradise Road
Las Vegas, Nevada 89109

Don A. Mayerson
4310 Paradise Road
Las Vegas, Nevada 89109

Herbert Hirsch
4310 Paradise Road
Las Vegas, Nevada 89109

ARTICLE VIII

Officers

The affairs of the Association shall be administered by a President, Vice President, Secretary, Treasurer, and such additional Officers as the Board of Directors may deem necessary or appropriate from time to time. The Officers of the Association shall be elected annually by the Board of Directors at the organizational meeting of each newly constituted Board, and shall serve at the pleasure of the Board. The names and addresses of the Officers who shall serve until their successors are designated by the Board are as follows:

Frederick H. Conte
4310 Paradise Road
Las Vegas, Nevada 89109

President

Herbert Hirsch
4310 Paradise Road
Las Vegas, Nevada 89109

Treasurer

Don A. Mayerson
4310 Paradise Road
Las Vegas, Nevada 89109

Secretary

ARTICLE IX

Bylaws

The initial Bylaws of the Association shall be adopted by its initial Board of Directors and may be altered, amended, or repealed by the members of the Association in the manner provided therein; provided, however, that the members may delegate their power to alter, amend, or repeal the Bylaws to the Board of Directors.

ARTICLE X

Amendments

A. A proposed amendment to these Articles of Incorporation shall be set forth in a resolution adopted by the Board of Directors. A written notice setting forth the text of any such proposed amendment or a summary of the changes to be effected thereby shall be given to each member of the Association not less than ten (10) nor more than fifty (50) days prior to the date of the Annual or Special meeting at which such proposed amendment will be submitted to a vote.

B. Any such proposed amendment shall be adopted upon the affirmative vote of members casting a majority of the total votes eligible to be cast by all of the members of the Association present at the meeting at which such vote takes place or represented for thereat by proxy. Subsequent to the adoption of the amendment, articles of amendment which comply with Section 617.1006, Florida Statutes, shall be executed by the President or Vice President of the Association, acknowledged by one of such Officers, and delivered to the Department of State, State of Florida. Upon the filing such amendment by the Department of State, the amendment shall become effective and the articles of incorporation shall be amended accordingly.

C. Notwithstanding the foregoing provisions of this Article X to the contrary, no amendment to these Articles of Incorporation which materially affects the rights and privileges of Developer shall become effective unless and until approved, in writing, by Developer. Furthermore, so long as Developer is deemed the Owner of any Condominium Unit(s) and/or Timeshare Interest(s) representing an aggregate undivided ownership

interest of ten percent (10%) of the Common Elements submitted to the Declaration, Developer may unilaterally amend these Articles of Incorporation to effectuate any of the purposes set forth in Section 19.2 of the Declaration.

ARTICLE XI

Incorporator

The name and address of the Incorporator, a natural person competent to contract, is as follows:

Mel S. Weinberger, Esq.
Holland & Knight, L.L.P.
2100 Pennsylvania Avenue, N.W.
Suite 400
Washington, D.C. 20037

ARTICLE XII

Registered Office and Agent

The address of the initial registered office of the Association shall be 1125 Northeast 125th Street, Suite 206, North Miami, Florida 33161, and the name of the initial registered agent at such address shall be Lawrence J. Cohen.

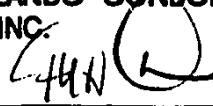
ARTICLE XIII

Adoption

These Amended and Restated Articles of Incorporation were adopted by the Association's sole member and its Board of Directors as of December 17, 1996.

IN WITNESS WHEREOF, the President of the Association has hereunto set his hand and seal and caused these Amended and Restated Articles of Incorporation to be signed this 17th day of December, 1996.

RVS-ORLANDO CONDOMINIUM ASSOCIATION, INC.

By: 
Frederick H. Conte
President and Director

STATE OF NEVADA)
)
COUNTY OF CLARK)

BEFORE ME, the undersigned authority, personally appeared Frederick H. Conte, as President and Director, to me known to be the person who executed the foregoing Amended and Restated Articles of Incorporation of RVS-Orlando Condominium Association, Inc., and being by me duly sworn, declared that the statements therein contained are true and correct.

GIVEN under my hand and seal of office this 17th day of December, 1996.


Notary Public-State of Nevada

My Commission Expires:

Oct. 30, 1998

