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VIA AIRBORNE EXPRESS

August 3, 1998

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Secretary of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399
Corporation Filing Section

Sunterra Corporation
1781 Park Center Dr.
Orlando, Florida 32835

RE: SUNRA, INC.

RECEIVED DATE
7-29-98

Dear Sir or Madam:

Enclosed you will find check number 014947 in the amount of \$122.50 for filing the enclosed original and one copy of Articles of Incorporation, for the above-referenced corporation. Also enclosed you will find a stamped self-addressed envelope for return of a certified copy of the same.

Should you have any questions or need additional information, please immediately contact the undersigned at (407) 532-1235.

Thank you for your assistance.

Sincerely,

Anna M. DiRocco, CLA
Sr. Paralegal

/amd
enclosures

cc: S. Podvin
B.J. Franklin

98 AUG -5 AM10:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED

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ARTICLES OF INCORPORATION

OF

SUNRA, INC., a Florida not for profit corporation

ARTICLE I

NAME

The name of the corporation shall be: SUNRA, INC.

EFFECTIVE DATE
7-29-98

ARTICLE II

PRINCIPAL OFFICE

1781 Park Center Drive
Orlando, Florida 32835

ARTICLE III

PURPOSE

To conduct any and all lawful business that is permissible under Florida law.

ARTICLE IV

DIRECTORS

This Corporation shall have three directors initially. The number of directors may be increase or decreased from time to time as prescribed by the bylaws. The name and address of the initial directors, who will serve until the first annual meeting of the corporation or until her/his successor is duly elected and qualified are:

<u>Name</u>	<u>Address</u>
Charles C. Frey	1781 Park Center Drive Orlando, Florida 32835
Genevieve Giannoni	1781 Park Center Drive Orlando, Florida 32835
Ann Cohen	1781 Park Center Drive Orlando, Florida 32835

**APPROVED
AND
FILED**
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**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

ARTICLE V
REGISTERED AGENT

The name and the Florida street address of the initial registered agent is:

Ann Cohen
1781 Park Center Drive
Orlando, Florida 32835

ARTICLE VI

TERM

The period of duration of this Corporation is perpetual.

ARTICLE VII

EFFECTIVE DATE

The effective date of this corporation shall be July 29, 1998.

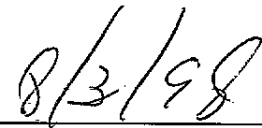
ARTICLE VIII

INCORPORATOR

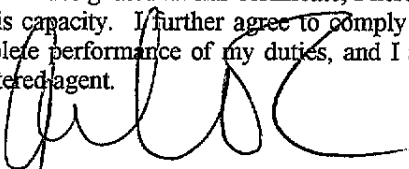
In compliance with the provisions of Chapter 617, Florida Statutes, the undersigned person, acting as incorporator, signs and acknowledges the following Articles of Incorporation. The name and address of the Incorporator to these Articles of Incorporation are:

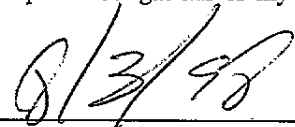
Anna M. DiRocco
1781 Park Center Drive
Orlando, Florida 32835


Signature/Incorporator


Date

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


Signature/Registered Agent


Date

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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