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**FLORIDA PROFIT CORPORATION OR P.A.****American Vacation Properties, Inc.**

Certificate of Status	0
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**ARTICLES OF INCORPORATION  
OF  
AMERICAN VACATION PROPERTIES, INC.**

The undersigned does hereby subscribe to, acknowledge and file the following Articles of Incorporation for the purpose of creating a corporation under the laws of the State of Florida:

1. NAME. The name of this corporation and the mailing address of the corporation are:

AMERICAN VACATION PROPERTIES, INC.  
P.O. Box 452704  
Kissimmee FL 34745-2704

2. PURPOSE. The corporation is organized for the purpose of transacting any and all lawful business permitted under the laws of the State of Florida.

3. CAPITAL STOCK. This corporation is authorized to issue One Thousand (1,000) shares of One (\$1.00) Dollar par value common stock, which shall be designated as "Common Shares." All of said stock shall be payable in cash, property (real or personal) or labor or services in lieu thereof at a just valuation to be fixed by the Board of Directors.

4. DURATION. This corporation shall commence its corporate existence on the date of filing of these Articles of Incorporation with the Secretary of State and shall exist perpetually thereafter until sooner dissolved according to law.

5. INITIAL BUSINESS OFFICE AND REGISTERED AGENT. The mailing address of the initial business office of this corporation is:

201 St. Cloud Court, Kissimmee, FL 34744

and the name of the initial registered agent of this corporation is:

DAVID WEISMAN, 2021 Tyler Street, Hollywood, FL 33020

6. INITIAL BOARD OF DIRECTORS AND OFFICERS. This corporation shall have Two (2) directors initially. The number of directors may be either increased or diminished

from time to time by the By-Laws, but shall never be less than one (1). The name and address of the directors of this corporation are:

JAMES F. ANTONUCCI  
201 St. Cloud Court, Kissimmee, FL 34744  
ALBERT F. DELANEY, JR.  
Ten Brewster Road  
West Hartford, CT 06117

The initial officers of the corporation will be:

President : JAMES F. ANTONUCCI  
Secretary: ALBERT F. DELANEY, JR.

8. INCORPORATOR. The names and address of the person signing these Articles are: DAVID WEISMAN, 2021 Tyler Street, Hollywood, FL 33020.

9. INDEMNIFICATION. The corporation shall indemnify any officer or director or any former officer or director, to the fullest extent permitted by law either now existing or hereafter enacted.

10. BY-LAWS. The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and the Shareholders, but the Board of Directors may not alter, amend or repeal any By-Laws adopted by the Shareholders if the Shareholders provide that such By-Laws shall not be altered, amended or repealed by the Board of Directors.

11. AMENDMENTS. This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned as incorporator has executed these Articles of Incorporation, this March 16, 2000

  
DAVID WEISMAN

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**CERTIFICATE OF DESIGNATING PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING  
AGENT UPON WHOM PROCESS MAY BE SERVED**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First: That **AMERICAN VACATION PROPERTIES, INC.**, desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at the City of Hollywood, County of Broward, State of Florida, has named **DAVID WEISMAN**, 2021 Tyler Street, Hollywood, FL 33020 as its agent to accept service of process within this State.

**ACKNOWLEDGMENT OF DESIGNATED AGENT:**

Having been named to accept service of process for the above stated corporation at the place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

  
DAVID WEISMAN

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