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THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 899052 7231096

AUTHORIZATION : *Patricia Pizito*

COST LIMIT : \$ 70.00

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 NOV 27 PM 3:54

ORDER DATE : November 14, 2000

ORDER TIME : 10:10 AM

ORDER NO. : 899052-005

CUSTOMER NO: 7231096

300003476403-2

CUSTOMER: Mr. Fred Driscoll
Mr. Fred Driscoll

2600 Fern Cove Way

Kissimmee, FL 34758

DOMESTIC FILING

NAME: AMERICAN VILLA VACATIONS
FLORIDA INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Darlene Ward - EXT. 1135

EXAMINER'S INITIALS:

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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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DIVISION OF CORPORATIONS

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ARTICLES OF INCORPORATION

OF

AMERICAN VILLA VACATIONS FLORIDA INC.

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

AMERICAN VILLA VACATIONS FLORIDA INC.

The address of the principal office of this corporation shall be 2600 Fern Cove Way, Kissimmee, Florida 34758, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,500 shares of common stock having no par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 2600 Fern Cove Way, Kissimmee, Florida 34758, and the name of the initial registered agent of the corporation at that address is Fred Driscoll.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have one Director, initially. The name and address of the initial member of the Board of Directors is:

Fred Driscoll
Dir.

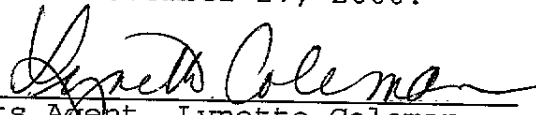
2600 Fern Cove Way
Kissimmee, Florida 34758

ARTICLE VII. INCORPORATOR

The name and street address of the incorporator to
these Articles of Incorporation:

The Company Corporation
2711 Centerville Road, Suite 400
Wilmington, Delaware 19808

The undersigned incorporator has executed these
Articles of Incorporation on November 27, 2000.

By: 
Its Agent, Lynette Coleman

dew

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ACCEPTANCE OF REGISTERED AGENT
DESIGNATED IN THE ARTICLES OF INCORPORATION

FRED DRISCOLL, an individual residing in this state, having a business office identical with the registered office of the corporation named below, and having been designated as the Registered Agent in the above and foregoing Articles of Incorporation of:

AMERICAN VILLA VACATIONS FLORIDA INC.

FRED DRISCOLL is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

By: Fred Driscoll
Typed Name: FRED DRISCOLL

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