

P00000115258

Florida Department of State
Division of Corporations
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From:
Account Name : GARY M. BERKSON, P.A.
Account Number : I200000000003
Phone : (407)644-2216
Fax Number : (407)644-2194

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DIVISION OF CORPORATIONS

BASIC AMENDMENT

VISION MARKETING ENTERPRISES INC.

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Amended & Restated
Articles

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WILDER & BERKSON

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WILDER & BERKSON

Attorneys and Counselors at Law

1132 Symonds Avenue
Winter Park, FL 32789

CHARLES D. WILDER, P.A.
*Board Certified in Wills,
Trusts & Estates*

Telephone 407-644-2216
Facsimile 407-644-2194

Legal Assistants:
Vickie L. Parker
Cynthia L. Bartholomew

GARY M. BERKSON, P.A.

Administrative Assistant
Sonia D. Espinosa

October 5, 2001

**FACSIMILE: 407-644-2194
TELECOPIER COVER SHEET**

FAX #: 850-205-0380

TO: Darlene Connell
Florida Department of State-Division of Corporations

FROM: Gary M. Berkson

RE: Vision Marketing Enterprises, Inc.

Total Number of Pages Including this Cover Page: 7

Original to follow: YES ☐ NO ☒

COMMENTS: Pursuant to our telephone conversation this morning, attached are the following documents: (a) copy of your letter dated October 4, 2001; (b) copy of our Electronic Filing Cover Sheet previously forwarded to you; and (c) revised Amended and Restated Articles of Incorporation for the above company reflecting the corrections referenced in your letter. Please file these revised Amended and Restated Articles and forward your confirmation of filing by return telefax. Thank you for your assistance in this matter.

THE INFORMATION CONTAINED IN THIS FACSIMILE MESSAGE IS PRIVILEGED AND CONFIDENTIAL, AND IS INTENDED ONLY FOR THE USE OF THE INDIVIDUAL OR ENTITY NAMED ABOVE. IF THE READER OF THIS MESSAGE IS NOT THE INTENDED RECIPIENT, YOU ARE HEREBY NOTIFIED THAT ANY DISSEMINATION, DISTRIBUTION OR COPYING OF THIS COMMUNICATION IS UNLAWFUL AND STRICTLY PROHIBITED. IF YOU HAVE RECEIVED THIS COMMUNICATION IN ERROR, PLEASE IMMEDIATELY NOTIFY US BY TELEPHONE AND RETURN THE ORIGINAL MESSAGE TO US AT THE ABOVE ADDRESS VIA THE U.S. POSTAL SERVICE.
THANK YOU.



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

October 4, 2001

VISION MARKETING ENTERPRISES INC.
P.O. BOX 691826
ORLANDO, FL 32869

SUBJECT: VISION MARKETING ENTERPRISES INC.
REF: P00000115258

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The current name of the entity is as referenced above. Please correct your document accordingly.

The word "initial" or "first" should be removed from the article regarding directors, officers, and/or registered agent, unless these are the individuals originally designated at the time of incorporation.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6906.

Darlene Connell
Corporate Specialist

FAX Aud. #: R01000104320
Letter Number: 101A00055651

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION OF
VISION MARKETING ENTERPRISES INC.**

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The undersigned, acting in his capacity as the President of VISION MARKETING ENTERPRISES INC. (the "Corporation"), a Florida corporation, on behalf of the Corporation, has executed these Amended and Restated Articles of Incorporation, as approved and adopted in an action by written consent of each member of the Board of Directors of the Corporation pursuant to Florida Statutes Section 607.0821.

The date of adoption of these Amended and Restated Articles of Incorporation is October 3, 2001.

These Amended and Restated Articles of Incorporation were approved by the Shareholders. The number of votes cast for approval of this amendment by the holders of common stock was sufficient for legal approval.

These Amended and Restated Articles amend and restate in the entirety the Corporation's Articles of Incorporation, as filed with the Florida Department of State on December 18, 2000.

ARTICLE I.

Name. The name of the Corporation is VISION MARKETING ENTERPRISES, INC. (the "Corporation").

ARTICLE II.

Principal Office and Mailing Address. The street address of the principal office of the Corporation is 1169 Bally Shannon Parkway, Orlando, FL, 32828, and its mailing address is Post Office Box 691826, Orlando, FL 32869.

ARTICLE III.

Business and Activities. The Corporation may, and is authorized to, engage in the business of timeshare sales and marketing, general real estate brokerage activities or any other activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE IV.

Capital Stock. The total number of shares authorized to be issued by the Corporation is 1,000, of which 900 shares shall be "Class A voting common stock" with a par value of \$1.00 per

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share, and 100 shares shall be "Class B nonvoting common stock" with a par value of \$1.00 per share.

The holders of the "Class B common stock" shall not be entitled by reason of their holdings to any voice or vote in the management or affairs of the Corporation. The voting power shall be confined to the holders of "Class A common stock."

Except as provided there shall be no distinction between the two classes of stock.

The consideration to be paid for each share is to be in money, property or services, as may be fixed by the Board of Directors.

ARTICLE V.

Term of Existence. The Corporation shall have perpetual existence.

ARTICLE VI.

Registered Office and Agent. The street address of the registered office of the Corporation is 1169 Bally Shannon Parkway, Orlando, FL 32828 and the name of the registered agent of the Corporation at that address is BRUCE JACKSON.

ARTICLE VII.

Number of Directors. The Board of Directors of the Corporation shall consist of one or more directors, the exact number of which shall be the number of directors from time to time fixed by the Board of Directors or the shareholders in accordance with the Bylaws of the Corporation. Directors, as such, shall receive such compensation for their services, if any, as may be set by the Board of Directors at an annual or special meeting. The directors may authorize and require the payment of the reasonable expenses incurred by directors in attending meetings of the directors. Nothing in this Article shall be construed to preclude a director from serving the Corporation in any other capacity and receiving compensation therefor.

ARTICLE VIII.

Incorporator. The name and street address of each incorporator to these Articles of Incorporation are as follows:

Name

Address

MICHAEL SPIRITO

7650 Chapel Hill Drive
Orlando, FL 32819

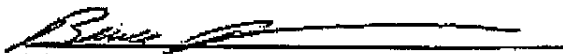
ARTICLE IX.

Lost or Destroyed Certificates. Stock certificates to replace lost or destroyed certificates shall be issued on such basis and according to such procedures as are from time to time provided for in the Bylaws of the Corporation.

ARTICLE X.

Amendment. The 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 does set his hand and seal and has acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida this 3rd day of October, 2001


BRUCE JACKSON, President

STATE OF FLORIDA
COUNTY OF ORANGE

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared BRUCE JACKSON, to me personally known to be the person described in and who executed the foregoing Articles of Incorporation and he acknowledged before me that he executed the same.

WITNESS my hand and official seal in the County and State last aforesaid this 3rd day of October, 2001.




NOTARY PUBLIC

CERTIFICATE DESIGNATING
REGISTERED OFFICE AND REGISTERED AGENT

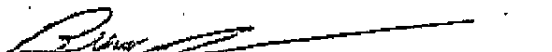
VISION MARKETING ENTERPRISES, INC.

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

1. VISION MARKETING ENTERPRISES, INC., desiring to organize under and in accordance with laws of the State of Florida with its registered office, as indicated in the Articles of Incorporation, at 1169 Bally Shannon Parkway, Orlando, FL 32828, has named BRUCE JACKSON whose business office is located at 1169 Bally Shannon Parkway, Orlando, FL 32828, County of Orange, State of Florida, its Registered Agent to accept service of process within this State.

ACKNOWLEDGMENT:

Having been designated as the Registered Agent and to accept service of process for VISION MARKETING ENTERPRISES, INC., I hereby accept the designation and agree to act as the Registered Agent of said Corporation. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of such duties as Registered Agent, and I am familiar with and accept the obligations of such position.


BRUCE JACKSON

Dated: October 3, 2001.