

P01000034412

March 22, 2001

Division of Corporations
P O Box 6327
Tallahassee, FL 32314

800003923918--3
-03/28/01--01058--015
***148.75 ***78.75

RE: Filing Two Amendments to Articles and One New Corporation

Dear Division Employee:

Please find enclosed the Articles of Amendment for the following two corporations:

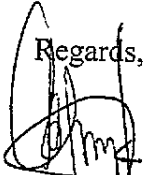
1. 1 ST CHOICE HOLIDAYS, INC. - P96000066481
2. VAN DER VALK SJRR, INC. - P98000075264

Also enclosed please find the Articles of Incorporation for a NEW corporation **Van Der Valk Vacation Club, Inc.**

Our check # 2622 in the amount of \$148.75 which includes \$70.00 to cover the filing fee for both amendments plus \$78.75 for the filing of the new corporation and certificate.

Please forward the completed filings to our mailing address, P O Box 430401, Kissimmee, FL 34743 in the envelope provided. Thank you very much for your attention to this matter.

Regards,


Peter Groenendijk

FILED
01 MAR 28 AM 10:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

New Don Profit

S. PAYNE APR 4 - 2001

ARTICLES OF INCORPORATION
OF

FILED
01 MAR 28 AM 10:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Van Der Valk Vacation Club, 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: Van Der Valk Vacation Club, Inc.
The address of the principal office of this corporation shall be 316 N. John Young Parkway, Suite 14, Kissimmee, FL 34741, 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 1000 shares of common stock having \$1.00 par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the registered office of the corporation shall be 316 N. John Young Parkway, Suite 14, Kissimmee, FL 34741, and the initial registered agent of the corporation at that address is Petrus J. Groenendijk.

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 three directors, initially. The names and addresses of the initial members of the Board of Directors are:

Petrus J. Groenendijk, Dir 316 N. John Young Parkway, Suite 14
Kissimmee, FL 34741

Christiaan G. Matser 4555 E. Windmill Drive
Inverness, FL 34453

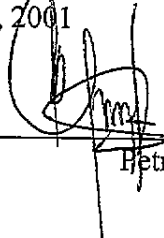
ARTICLE VII. INCORPORATOR

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

Petrus J. Groenendijk
316 N. John Young Parkway, Suite 14
Kissimmee, FL 34741

IN WITNESS WHEREOF, the undersigned incorporator has hereunto set their hand and seal this 22nd day of March, 2001

BY: _____

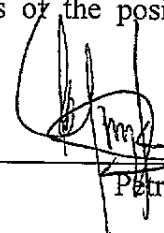


Petrus J. Groenendijk

ACCEPTANCE OF REGISTERED AGENT
DESIGNATED IN ARTICLES OF INCORPORATION

Petrus J. Groenendijk, an individual authorized to transact business in this State, having business office identical with the registered office and the person named above, and having been designated as registered agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

BY: _____



Petrus J. Groenendijk