

CORPORATE
ACCESS,
INC.

FD1000053208

236 East 6th Avenue . Tallahassee, Florida 32303

P.O. Box 37066 (32315-7066) ~ (850) 222-2666 or (800) 969-1666 . Fax (850) 222-1666

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1.) Almond Reservations Services, Inc.
(CORPORATE NAME & DOCUMENT #)

2.) _____
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ARTICLES OF INCORPORATION
OF
ALMOND RESERVATIONS SERVICES, INC.

FILED
01 MAY 30 AM 11:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of the laws of the State of Florida, the undersigned hereby adopts the following Articles of Incorporation to organize the corporation described below (the "Corporation").

Article I
Corporate Name

Section 1.01. Name. The name of this Corporation is:

ALMOND RESERVATIONS SERVICES, INC.

Article II
Principal Office

Section 2.01. Address. The initial address of this Corporation is:

4495 SW 35th Street
Suite A
Orlando, FL 32811

Article III
Purpose

Section 3.01. Purpose. The purpose of this Corporation is to engage in any lawful act or activity for which a corporation may be organized under the law of the State of Florida.

Article IV
Registered Agent and Office

Section 4.01. Name and Address. The Corporation's initial registered agent and office in the State of Florida is:

Corporate Access, Inc.
236 East 6th Avenue
Tallahassee, FL 32303

Article V
Preemptive Rights

Section 5.01. Preemptive Rights. The Corporation elects to have preemptive rights.

Article VI

Authorized Capital Stock

Section 6.01. Amount. The total number of shares which the Corporation shall have the authority to issue is one thousand (1,000), and the par value of each shall be \$ 0.01.

Article VII

Incorporator

Section 7.01. Name and Address. The name and mailing address of the Incorporator of this Corporation is:

Joseph W. Pallot
Devine Goodman Pallot & Wells, P.A.
777 Brickell Ave., Suite 980
Miami, FL 33131

Article VIII

Duration

Section 8.01. Duration. The duration of the Corporation shall be perpetual.

Article IX

Board of Directors

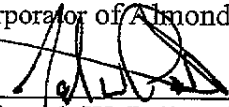
Section 9.01. Initial Board. The number of directors constituting the initial Board of Directors of the Corporation is two. The names and addresses of the initial directors of the Corporation are:

Jeanette Carpenter
4495 SW 35th Street
Suite A
Orlando, FL 32811
USA

Julie Reifer-Jones
c/o Almond Resorts
St. Peter, Barbados
West Indies

IN WITNESS THEREOF, the undersigned Incorporator executed these Articles of Incorporation on this 21st day of May, 2001.

Incorporator of Almond Reservations Services, Inc.

By: 
Joseph W. Pallot, the Incorporator

**CERTIFICATE ACCEPTING DESIGNATION AS
AN AGENT UPON WHOM SERVICE OF PROCESS
WITHIN THIS STATE MAY BE SERVED**

Having been appointed registered agent of Almond Reservations Services, Inc., in its Articles of Incorporation, at the place designated in such Articles of Incorporation, the undersigned hereby agrees to act in this capacity and affirms that it is familiar with, and accepts, the obligations of such position.

Dated as of this ____ day of _____, 2001.

Corporate Access, Inc.

By: Danny Bennett

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA