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**To:**

Division of Corporations  
Fax Number : (850)205-0381

**From:**

Account Name : CORPORATE CREATIONS INTERNATIONAL INC.  
Account Number : 110432003033  
Phone : (305)672-0686  
Fax Number : (305)672-9110

**FLORIDA PROFIT CORPORATION OR P.A.**

**Charter Vacations Club, Inc.**

Certificate of Status	1
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Estimated Charge	\$78.75

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TALLAHASSEE, FLORIDA

## ARTICLES OF INCORPORATION

### Article I. Name

The name of this Florida corporation is:  
Charter Vacations Club, Inc.

### Article II. Address

The Corporation's mailing address is:  
Charter Vacations Club, Inc.  
200 Yorkland Blvd.  
Toronto ON M2J 5C1

### Article III. Registered Agent

The name and address of the Corporation's registered agent is:  
Fox Rothschild LLP  
250 Australian Avenue South, Suite 1100  
West Palm Beach FL 33401

### Article IV. Board of Directors

The name of each member of the Corporation's Board of Directors is:  
John Hamilton  
Dean Barker  
Bert Blicher

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than one director. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation. The election of directors shall be done in accordance with the Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by applicable law.

Lawrence Cohen, Esq.  
Fox Rothschild LLP  
Princeton Pike Corp. Center  
997 Lenox Drive, Building 3  
Lawrenceville NJ 08648-2311  
609.896.4574

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Article V. Capital Stock

The Corporation shall have the authority to issue 2,000 shares of common stock, par value \$.01 per share.

Article VI. Incorporator

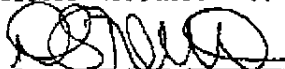
The name and address of the incorporator is:

Lawrence Cohen, Esq.  
Princeton Pike Corp. Center  
997 Lenox Drive, Building 3  
Lawrenceville NJ 08648-2311

Article VII. Corporate Existence

These Articles of Incorporation shall become effective and the corporate existence will begin on May 26, 2005.

The undersigned incorporator executed these Articles of Incorporation on May 26, 2005.



LAWRENCE COHEN, ESQ.  
by D. Stoutt as attorney-in-fact

Lawrence Cohen, Esq.  
Fox Rothschild LLP  
Princeton Pike Corp. Center  
997 Lenox Drive, Building 3  
Lawrenceville NJ 08648-2311  
609.896.4574

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TALLAHASSEE, FLORIDA

**CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/OFFICE**

**CORPORATION:**

Charter Vacations Club, Inc.

**REGISTERED AGENT/OFFICE:**

Fox Rothschild LLP  
250 Australian Avenue South, Suite 1100  
West Palm Beach FL 33401

I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.



FOX ROTHSCHILD LLP  
by D. Stoutt as attorney-in-fact

Date: 5/26/2005.

Lawrence Cohen, Esq.  
Fox Rothschild LLP  
Princeton Pike Corp. Center  
997 Lenox Drive, Building 3  
Lawrenceville NJ 08648-2311  
609.896.4574

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