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Fax Number : (850)205-0380

From:

Account Name : CORPORATE CREATIONS INTERNATIONAL INC.
Account Number : 110432003053
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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DIVISION OF CORPORATIONS

**BASIC AMENDMENT
CHARTER VACATIONS CLUB, INC.**

Certificate of Status	0
Certified Copy	0
Page Count	04
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Electronic Filing Manual

Corporate Filing

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Amended & Restated with n/c

AMENDED AND RESTATED ARTICLES OF INCORPORATION

These Amended and Restated Articles of Incorporation were adopted effective July 15, 2005 by the Corporation's Board of Directors and shareholders pursuant to section 607.1007, Florida Statutes. Each amendment set forth in these Amended and Restated Articles of Incorporation was approved by the shareholders by a vote sufficient for approval of the amendment. These Amended and Restated Articles of Incorporation supersede the original Articles of Incorporation, as amended.

Article I. Name

If no old name is listed below, the name of this Florida corporation has not been changed. If the current/new name listed below differs from the old name, the current/new name will become effective upon the filing of this document.

Current/New Name: Charter Vacation Club, Inc.
Old Name: Charter Vacations Club, Inc.

Article II. Address

The mailing address of the Corporation is:
Charter Vacation Club, Inc.
200 Yorkland Blvd.
Toronto ON M2J 5C1

Article III. 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 IV. Capital Stock

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

Article V. Registered Agent

The name and address of the registered agent of the Corporation is:

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

Article VI. Corporate Existence

The corporate existence of the Corporation will begin effective upon the filing date of the original Articles of Incorporation.

The undersigned executed these Amended and Restated Articles of Incorporation on the date shown below.

Charter Vacations Club, Inc.
Charter Vacation Club, Inc.

By: Lawrence Cohen
by Lawrence Cohen, Esq. as attorney in fact

Name: John Hamilton

Title: Director

Date: July 15, 2005

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

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/OFFICE**

CORPORATION:

Charter Vacation 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 Lawrence Cohen, Esq. as attorney in fact

Date: July 15, 2005

**Lawrence Cohen, Esq.
Fox Rothschild LLP
Princeton Pike Corp. Center
997 Lenox Drive, Building 8
Lawrenceville NJ 08548-2311
609.896.4574**