

**Electronic Articles of Incorporation
For**

P06000114174
FILED
September 05, 2006
Sec. Of State
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VACATION CLUB OF AMERICA, INC.

The undersigned incorporator, for the purpose of forming a Florida profit corporation, hereby adopts the following Articles of Incorporation:

Article I

The name of the corporation is:

VACATION CLUB OF AMERICA, INC.

Article II

The principal place of business address:

799 CRANDON BLVD.
403
KEY BISCAYNE, FL. 33149

The mailing address of the corporation is:

799 CRANDON BLVD.
#403
KEY BISCAYNE, FL. 33149

Article III

The purpose for which this corporation is organized is:

ANY AND ALL LAWFUL BUSINESS.

Article IV

The number of shares the corporation is authorized to issue is:

100

Article V

The name and Florida street address of the registered agent is:

JOEL S MAGOLNICK
3001 S.W. 3RD AVENUE
MIAMI, FL. 33129

I certify that I am familiar with and accept the responsibilities of registered agent.

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Registered Agent Signature: JOEL S. MAGOLNICK

Article VI

The name and address of the incorporator is:

ROGER TERAN
799 CRANDON BLVD.
#403
KEY BISCAYNE, FL 33149

Incorporator Signature: ROGER TERAN

Article VII

The initial officer(s) and/or director(s) of the corporation is/are:

Title: PSD
ROGER TERAN
799 CRANDON BLVD., #403
KEY BISCAYNE, FL. 33149

Article VIII

The effective date for this corporation shall be:

09/04/2006