

CPA

LEACH & COMPANY, P.A.  
CERTIFIED PUBLIC ACCOUNTANTS

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ALTAMONTE SPRINGS, FL 32716-1088

TELEPHONE (407) 893-8000  
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195000006871

January 19, 1995

500001388205  
-01/24/95--01099--014  
\*\*\*122.50 \*\*\*122.50

Florida Department of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314


RE: John Textor, Inc.

Gentlemen:

Enclosed are the Articles of Incorporation for John Textor, Inc.  
Also enclosed is a check in the amount of \$122.50 to cover the  
filing fees. Once these Articles have been approved, please return  
them to me as quickly as possible.

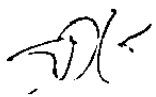
Very truly yours,

LEACH, COHN & COMPANY

  
Stephen M. Cohn  
Certified Public Accountant

SMC:kch

Enclosures



FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
95 JAN 23 PM 2:43

ARTICLES OF INCORPORATION  
OF  
JOHN TEXTOR, INC.

55 JAN 23 PM 2:43

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a Corporation under the Laws of the State of Florida.

ARTICLE I. NAME

The name of the Corporation shall be: JOHN TEXTOR, INC.

The principal place of business of this Corporation shall be:  
880 Wesley Circle, Apopka, FL 32703.

ARTICLE II. NATURE OF BUSINESS

This Corporation may engage in, or transact, 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. The specific purpose of this Corporation shall be vacation ownership sales and marketing and related services.

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 voting common stock having a par value of \$1.00 per share.

ARTICLE IV. ADDRESS

The street address of the initial registered office of the Corporation shall be: 880 Wesley Circle #204, Apopka, FL 32703 and the name of the initial Registered Agent of the Corporation at that address is: John Textor.

ARTICLE V. TERM OF EXISTENCE

This Corporation is to exist perpetually.

ARTICLE VI. PREEMPTIVE RIGHTS

Every shareholder upon the sale for cash of any new stock of this Corporation of the same kind, class, or series as that which he already holds, shall have the right to purchase his pro-rata share thereof at the price at which it is offered to others.

ARTICLE VII. SECTION 1244 PROVISION

The stock of this Corporation is intended to qualify under the requirements of Section 1244 of the Internal Revenue Code and the regulations issued thereunder. Such actions as are necessary will be taken by the appropriate officers to accomplish this compliance.

ARTICLE VIII. DIRECTORS

This Corporation shall have one director initially. The name and street address of the initial member of the Board of Directors is:

DIRECTOR

John Textor

ADDRESS

880 Wesley Circle #204  
Apopka, FL 32703

ARTICLE IX. OFFICERS

The name and address of the initial officer of the Corporation who shall hold office for the first year of the Corporation, or until their successors are elected or appointed is:

OFFICER  
John Textor

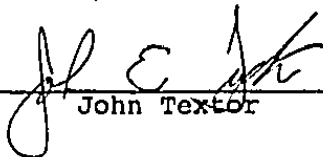
ADDRESS  
880 Wesley Circle #204  
Apopka, FL 32703

ARTICLE X. SUBSCRIBER

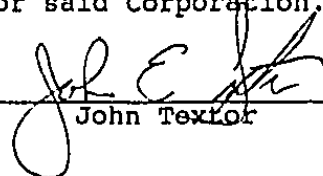
The name and street address of the subscriber to these Articles of Incorporation is:

<u>NAME</u>	<u>ADDRESS</u>	<u>SHARES OF COMMON STOCK ISSUED</u>
John Textor	880 Wesley Circle #204 Apopka, FL 32703	100 Shares

IN WITNESS WHEREOF, the undersigned have hereunto set their hands and seals on this 18<sup>th</sup> day of JANUARY 1995.

  
\_\_\_\_\_  
John Textor

I Hereby am familiar with and accept the duties and responsibilities as Registered Agent for said Corporation.

  
\_\_\_\_\_  
John Textor

STATE OF FLORIDA  
COUNTY OF SEMINOLE

The foregoing instrument was subscribed to before me on this  
18 day of January, 1995, by John Textor, who is  
personally know to me.

Arlene Sexton  
NOTARY PUBLIC

COMMISSION NO. CC420823

Arlene Sexton  
(Name of Notary typed, printed  
or stamped)

My Commission expires: Nov. 15, 1998

DL # T236-465-61-007-0

Exp 1/7/98



ARLENE SEXTON  
My Commission CC420823  
Expires Nov. 15, 1998  
Bonded by HAI  
800-428-1355

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
95 JAN 23 PM 2:43