

CORPORATION INFORMATION
SERVICES, INC.
1201 HAYS STREET
TALLAHASSEE, FL 32310
904-222-9171
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P95000015560
800-342-8086

CSC networks

MAIL TO:
P.O. Box 5828
TALLAHASSEE, FL 32314

ACCOUNT NO. : 072100000032

REFERENCE : 548242 141644A

AUTHORIZATION :

COST LIMIT : 9 PREPAID

ORDER DATE : February 24, 1995

ORDER TIME : 9:56 AM

ORDER NO. : 548242

CUSTOMER NO: 141644A

CUSTOMER: Jennifer West, Esq
INTERVAL INTERNATIONAL, INC.

Penthouse 1
6262 Sunset Drive
Miami, FL 33143

400001414764
-02/24/95--01042--009
****385.00 ****192.50

FILED
95 FEB 26 PM 12 26
TALLAHASSEE, FLORIDA
SECRET

DOMESTIC FILING

***2 CERTIFIED COPIES & 2 CERTIFICATES OF GOOD STANDING

NAME: INTERVAL INTERNATIONAL
HOLDINGS, INC.

P95000015560

XXXXX ARTICLES OF INCORPORATION
____ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XXXX CERTIFIED COPY
____ PLAIN STAMPED COPY
XXXXX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Karen B. Rozar

EXAMINER'S INITIALS: Tr

2-24-95
04/H(2) 00/H01(2)

**ARTICLES OF INCORPORATION
OF
INTERVAL INTERNATIONAL HOLDINGS, INC.**

FILED
95 FEB 24 PM 12:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of **INTERVAL INTERNATIONAL HOLDINGS, INC.** under the Florida Business Corporation Act, adopts the following Articles of Incorporation.

ARTICLE I

NAME

The name of the corporation is: **INTERVAL INTERNATIONAL HOLDINGS, INC.**

ARTICLE II

DURATION

The duration of the Corporation will be perpetual.

ARTICLE III

PURPOSE

The general purpose or purposes for which the Corporation is organized is to transact any and all lawful businesses for which a corporation may be incorporated under the Florida Business Corporation Act.

ARTICLE IV

PRINCIPAL OFFICE

The principal office of the Corporation shall be:

6262 Sunset Drive, PH 1, Miami, Florida 33143

ARTICLE V

AUTHORIZED SHARES

The maximum number of shares of that the Corporation is authorized to issue is Ten Thousand (10,000) shares of Common Stock without par value.

ARTICLE VI

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 6262 Sunset Drive, PH 1, Miami, FL 33143, and the name of the Corporation's initial registered agent at that address is Jeanette E. Marbert, Esq.

ARTICLE VII

INITIAL BOARD OF DIRECTORS

The corporation shall have two (2) directors initially. The number of directors may be increased or diminished from time to time, as provided in the Bylaws. The name and addresses of the directors are:

<u>Name</u>	<u>Address</u>
Craig M. Nash	6262 Sunset Dr., PH1, Miami, FL 33143
Paul W. Rishell	6262 Sunset Dr., PH1, Miami, FL 33143

ARTICLE VIII

INCORPORATOR

The name and street address of the incorporator is:

<u>Name</u>	<u>Address</u>
Jennifer A. West	6262 Sunset Dr., PH1, Miami, FL 33143

ARTICLE IX

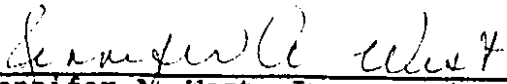
INDEMNIFICATION

To the extent permitted by law, the Corporation shall indemnify any person who was or is a party to any proceeding by reason of the fact that he is or was a director, officer, employee, or agent of the Corporation or is or was serving at the request of the Corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust or other enterprise against liability incurred in connection with such proceeding, including any appeal thereof, if he acted in good faith and in a manner he reasonably believed to be in, or not opposed to, the best interests of the Corporation and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. The Corporation shall reimburse each person for all costs and expenses, including attorneys' fees,

reasonably incurred by him in connection with any such liability in the manner provided for by law or in accordance with the Corporation's Bylaws.

The rights accruing to any person under the foregoing provision shall not exclude any other right to which he may be lawfully entitled, nor shall anything therein contain or restrict the right of the Corporation to indemnify or reimburse such person in any proper case even though not specifically provided for herein.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 23rd day of February, 1995.



Jennifer A. West, Incorporator

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been designated as registered agent for Interval International Holdings, Inc. in the foregoing Articles of Incorporation, I, Jeanette E. Marbert, accept the appointment as registered agent and hereby agree to accept service of process for said corporation and to comply with all statutes relative to the complete and proper performance of the duties of a registered agent. I am familiar with and accept the obligations of my position as registered agent.

Jeanette E. Marbert
Jeanette E. Marbert
2/23/95
Date

FILED
95 FEB 24 PM 12:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA