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ROYAL PALM VACATIONS, INC.
91 ROYAL PALM BLVD.
VERO BEACH, FL 32960

May 5, 1995

State of Florida
Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

re: Articles of Incorporation

Gentlemen:

Please find the enclosed Articles of Incorporation and check in the amount of \$ 122.50 to cover filing fees and designation of registered agent for Royal Palm Vacations, Inc.

Thank you.

Very truly yours,


Hans W. Keil

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DIVISION OF CORPORATIONS
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ARTICLES OF INCORPORATION
OF
ROYAL PALM VACATIONS, INC.

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I

The name of the corporation shall be Royal Palm Vacations, Inc. hereinafter referred to as the "corporation".

ARTICLE II

This corporation may engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE III

This corporation shall have all such powers as may be permissible to corporations under the laws of the State of Florida, and all powers necessary or desirable to accomplish the purposes and business of the corporation as hereinabove set forth in Article II.

ARTICLE IV

This corporation has the authority to issue one thousand shares of common stock with a par value of one Dollars (\$1.00) per share.

ARTICLE V

This corporation is to exist perpetually.

ARTICLE VI

The initial street address of the principal office of this corporation in the State of Florida is: 91 Royal Palm Blvd., Vero Beach, FL 32960. The Board of Directors may from time to time move the principal office to any other address in Florida.

ARTICLE VII

This corporation shall have three (3) directors initially. The number of directors may be increased or diminished from time to time, as provided in the By-Laws.

ARTICLE VIII

The name and address of the members of the first Board of Directors is:

Hans W. Keil 126 Queen Bess Ct., N. Hutchinson Island, FL 34949

Helen Keil 126 Queen Bess Ct., N. Hutchinson Island, FL 34949

Carolyn V. Torres PO Box 100305, Palm Bay, FL 32910
These directors shall hold office until the first annual meeting or until their successors are elected or appointed and qualified as provided in the By-Laws.

ARTICLE IX

The name and address of the incorporator is:
Hans W. Keil 126 Queen Bess Ct., N. Hutchinson Island, FL 34949

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ARTICLE X

Unless otherwise provided in the By-Laws, 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 (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others. The By-Laws may provide that every stockholder is not to have the right to so purchase. The By-Laws may provide for cumulative voting for directors and may make provisions governing the issuance of stock certificates to replace lost or destroyed certificates. These directors shall be elected by the shareholder at each annual meeting and the officers shall be elected by the director at each annual meeting. The date of the annual meeting shall be fixed by the By-Laws.

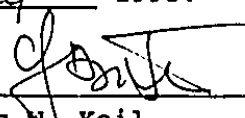
ARTICLE XI

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders' meeting by the majority of the stock entitled to vote thereon, unless all of the directors and all of the stockholders sign a written statement manifesting their intentions that a certain amendment of these Articles of Incorporation may be made.

ARTICLE XII

The registered agent for service of process within this state shall be Terry Goff of 1946 16th Avenue, Vero Beach, FL 32960.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 5th day of May 1995.



Hans W. Keil
Subscriber/Incorporator

I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation.



Terry Goff
Registered Agent

STATE OF FLORIDA
COUNTY OF INDIAN RIVER

BEFORE ME, A Notary Public in and for the State of Florida, duly qualified and acting as an officer aforesaid to take acknowledgments, personally appeared Hans W. Keil to me well known and known to me to be the person who executed the foregoing Articles of Incorporation of Royal Palm Vacations, Inc. and acknowledged that he executed the same for the purposes therein set forth.

WITNESS my hand and official seal at Vero Beach, Indian River County, Florida this 5th day of May, 1995.

Goni M. Smith
Notary Public, State at Large
My Commission Number: 00147216
My Commission Expires:

NOTARY PUBLIC, STATE OF FLORIDA.
MY COMMISSION EXPIRES: Oct. 2, 1995.
BONDED THRU NOTARY PUBLIC UNDERWRITERS.

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