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May 8, 1995

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

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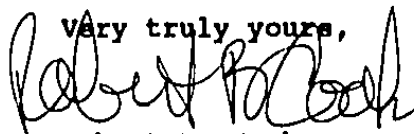
Re: Resort Owners Exchange Service, Inc.

Dear Sir:

Please find enclosed an original and one copy of the Articles of Incorporation for Resort Owners Exchange Service, Inc., along with a check in the amount of \$122.50 to cover the filing fee.

Please return the Articles of Incorporation to the undersigned after they have been filed.

Very truly yours,


Robert B. Cook

RBC:kd
Enclosures

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DIVISION OF CORPORATIONS
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DIVISION OF CORPORATIONS

**ARTICLES OF INCORPORATION
OF**

95 MAY 11 AM 8:37

RESORT OWNERS EXCHANGE SERVICE, INC.

THE UNDERSIGNED, acting as Incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation.

ARTICLE I - NAME AND CORPORATE ADDRESS

The name and address of this Corporation is:

Resort Owners Exchange Service, Inc.
11911 U.S. Highway One, Suite 201
North Palm Beach, FL 33408

ARTICLE II - DURATION

The duration of this corporation is perpetual.

ARTICLE III - PURPOSE

The purpose or purposes for which this Corporation is formed is to engage in any activity or business permitted under the laws of the United States and Florida.

ARTICLE IV - STOCK

The aggregate number of shares which this Corporation shall have authority to issue is 7500 shares of Class A stock at \$1.00 par value per share. Fully-paid stock of this Corporation shall not be liable to any further call or assessment. The sum of the par value of all shares of capital stock of the Corporation that have been issued shall be the stated capital of the Corporation at any particular time, to the extent of the par value of such shares,

and the excess, if any, of consideration received for such shares shall constitute capital surplus.

ARTICLE V - AMENDMENT

The Articles of Incorporation may be amended, altered, changed, or repealed by the affirmative vote of a majority of the stock issued and outstanding, at a shareholders' meeting called for that purpose.

ARTICLE VI - SHAREHOLDER RIGHTS

Shareholders of the Corporation shall have pre-emptive rights to acquire their pro rata share of stock of the Corporation for all issues of any claims of stock of the Corporation, no matter when authorized, and for whatever consideration is contemplated to be received by the Corporation, including but not limited to cash, other property, services, the acquisition of other corporations' shares or property through merger or the extinguishment of debts. Pre-emptive rights shall also apply to the reissuance of all redeemed or otherwise acquired shares, including the reissuance of treasury shares.

ARTICLE VII - REGISTERED AGENT

The name and office address of this Corporation's registered agent in Florida is:

John G. Milner
11911 U.S. Highway One
Suite 201
North Palm Beach, FL 33408

ARTICLE VIII - DIRECTORS

The number of Directors constituting the initial Board of Directors of this Corporation is three (3). The name and address of the persons who are to serve as Directors until the first annual meeting of shareholders, or until their successors are elected and qualified is:

<u>Name</u>	<u>Address</u>
John G. Milner	11911 U.S .Highway One, #201 North Palm Beach, FL 33408
David W. Milner	11911 U.S. Highway One, #201 North Palm Beach, FL 33408
Luwana L. Milner	11911 U.S. Highway One, #201 North Palm Beach, FL 33408

ARTICLE IX - INCORPORATOR

The name and address of the Incorporator is:

<u>Name</u>	<u>Address</u>
John G. Milner	11911 U.S. Highway One Suite 201 North Palm Beach, FL 33408

ARTICLE X - COMMON DIRECTORS TRANSACTIONS BETWEEN CORPORATIONS

No contract or other transaction between this Corporation and one or more of its Directors or any other corporation, firm, association or entity in which one or more of its Directors are directors or officers or are financially interested, shall either be void or voidable because of such relationship or interest, or because such Director or Directors are present at the meeting of the Board of Directors, or a committee thereof which authorizes,

approves, or ratifies such contract or transaction, or because his or their votes are counted for such purpose if: (a) the fact of such relationship or interest is disclosed or known to the Board of Directors or committee which authorizes, approves, or ratifies the contract or transaction by vote or consent sufficient for the purpose without counting the votes or consents of such interested Director; or (b) the fact of such relationship or interest is disclosed or known to the Shareholders entitled to vote and they authorize, approve, or ratify such contract or transaction by vote or written consent; or (c) the contract is fair and reasonable to the Corporation.

Common or interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or committee thereof which authorizes or ratifies such contract or transaction.

ARTICLE XI - BY-LAWS

The By-Laws of the Corporation shall be initially adopted by the Board of Directors, and may be changed or repealed by the affirmative vote of a majority of the Board of Directors or by the affirmative vote of a majority of Shareholders at any meeting thereof. In the event of any conflict between amendments to the By-Laws by the Board of Directors versus amendments made by the Shareholders, the amendments made by the Shareholders shall control.

Dated: This 8th day of May, 1995.

John G. Milner
John G. Milner, Incorporator

STATE OF FLORIDA
COUNTY OF PALM BEACH

The foregoing Articles of Incorporation were sworn to and acknowledged before me this 8th day of May, 1995, by John G. Milner, who is personally known to me, or who has produced a Florida driver's license as identification.

Kamela J. Dardy, Notary Public, Commission No. CC317075



KAMELA J DARDY
My Commission CC317095
Expires Sep. 20, 1997
Bonded by HAI
888-488-4888

_____, Name of Notary (typed, printed or stamped)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

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**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In pursuance of §§48.091(1) and 607.034, Florida Statutes, the following is submitted in compliance thereof:

That RESORT OWNERS EXCHANGE SERVICE, INC., desiring to organize under the laws of the State of Florida, designates the name and address of its registered agent to accept service of process within this State as follows:

JOHN G. MILNER
11911 U.S. Highway One
Suite 201
North Palm Beach, FL 33408

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above-stated corporation, at the above-stated address in this State, I hereby accept to act in this capacity and agree to comply with the provisions of said statute relative to keeping the premises open from 10:00 a.m. to noon each day, except Saturdays, Sundays, and legal holidays, and to post therein a sign designating the name of the Corporation and the name of its registered agent.

BY: _____

John G. Milner

STATE OF FLORIDA
COUNTY OF PALM BEACH

8th The foregoing instrument was acknowledged before me this day of May, 1995, by John G. Milner, who is personally known to me or who has produced a Florida driver's license as identification.



_____, Notary Public, Commission No. CC 317095

_____, Name of Notary typed, printed or stamped