P95000051326

1201 Hays Street
Tallahassee, FL
-0393 FAX
800-342-8
CSC networks
Prentice Hall Legal & Financial Services

ACCOUNT NO. : 072100000032

REFERENCE : 629649 141644A

AUTHORIZATION :

COST LIMIT : $ PREPAID

ORDER DATE : June 30, 1995

500001528175
-06/30/95--01038--009
****122.50 ****122.50

ORDER TIME : 9:48 AM

ORDER NO. : 629649

CUSTOMER NO: 141644A

CUSTOMER: Jennifer West, Esq
INTERVAL INTERNATIONAL, INC.

Penthouse 1
6262 Sunset Drive
Miami, FL 33143

DOMESTIC FILING

NAME: TENSTAR CORPORATION

FILED
95 JUN 30 AM 7:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

XX ARTICLES OF INCORPORATION
____ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
____ PLAIN STAMPED COPY
____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Debbie Skipper

EXAMINER'S INITIALS: T. BROWN JUL - 3 1995

FILED
95 JUN 30 AM 7:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
TENSTAR CORPORATION

The undersigned, acting as incorporator of **TENSTAR CORPORATION** under the Florida Business Corporation Act, adopts the following Articles of Incorporation.

ARTICLE I

NAME

The name of the corporation is: **TENSTAR CORPORATION**

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 three (3) 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:

Name	Address
Craig M. Nash	6262 Sunset Dr., PH1, Miami, FL 33143
Paul W. Rishell	6262 Sunset Dr., PH1, Miami, FL 33143
E. Kirk Shelton	707 Summer Street, Stamford, CT 06901

ARTICLE VIII

INCORPORATOR

The name and street address of the incorporator is:

Name	Address
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 29th day of June, 1995.

Jennifer A. West

Jennifer A. West, Incorporator

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been designated as registered agent for **TENSTAR CORPORATION** 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

June 29, 1995

Date

FILED
95 JUN 30 AM 7:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

P95000051326

CSC THE UNITED STATES CORPORATION COMPANY

FILED
97 APR 16 PM 3:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032

REFERENCE : 332676 141644A

AUTHORIZATION :

COST LIMIT : $ PPD

ORDER DATE : April 16, 1997

ORDER TIME : 10:32 AM

ORDER NO. : 332676-005

CUSTOMER NO: 141644A

Name Change Amend

600002144866---1
-04/16/97--01029--016
*****87.50 *****87.50

CUSTOMER: Jennifer West, Esq
Interval International, Inc.
Penthouse 1
6262 Sunset Drive
Miami, FL 33143

DOMESTIC AMENDMENT FILING

4/16/97

NAME: TENSTAR CORPORATION

EFFICTIVE DATE:

Update Verifyer
Acknowledgement
W.P. Verifyer

XX ARTICLES OF AMENDMENT
___ RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
___ PLAIN STAMPED COPY
___ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Susana Romagosa

EXAMINER'S INITIALS:

RECEIVED
97 APR 16 AM 11:44
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

97 APR 16 PM 3:11
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF AMENDMENT TO THE ARTICLES OF INCORPORATION OF TENSTAR CORPORATION

Pursuant to the provisions of Section 607.1006, Florida Statutes, Tenstar Corporation (the "Corporation") adopts the following Articles of Amendment to its Articles of Incorporation:

ARTICLE I

The name of the Corporation is Tenstar Corporation.

ARTICLE II

The following amendment was proposed by the Board of Directors of the Corporation on April 9, 1997:

> NOW, THEREFORE, BE IT RESOLVED that Article I of the Articles of Incorporation of the Corporation be deleted in its entirety and replaced with he following new Article I:
>
> ARTICLE I - NAME
>
> The name of the Corporation is: **Interval Resort & Financial Services, Inc.**

ARTICLE III

The Sole Shareholder approved of the foregoing amendment by written consent and, therefore, the number of votes cast were sufficient for approval.

DATED this 9th day of April, 1997.

TENSTAR CORPORATION

By: Craig W. Nash
Craig W. Nash, President

Attest: Jeanette E. Marbert
Jeanette E. Marbert, Secretary

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