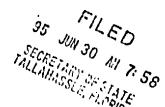


REFERENCE : 629649 141644A

AUTHORIZATION :	
COST LIMIT : 4 PREPAID	
ORDER DATE : June 30, 1995  ORDER TIME : 9:48 AM	500001528175 506/9079550003447009 744412250
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	95 SECI TALL

CONTACT PERSON: Debbie Skipper EXAMINER'S INITIALS: T. BROWN JUL - 3 1995

# 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:

#### <u> Xamo</u>

#### Address

Craig M. Nash	6262 8	Sunset	Dr.,	PH1,	Miami,	FL	33143
Paul W. Rishell	6262 5	Sunset	Dr.,	PH1,	Miami,	$\mathbf{FL}$	33143
E. Kirk Shelton	707 St	ummer S	Street	:, St	amford,	CT	06901

# ARTICLE VIII

#### INCORPORATOR

The name and street address of the incorporator is:

# Mame

# <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 WITHESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this \_\_\_\_\_\_ day of June, 1995.

Jennifer A. West, Incorporator

# ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been designated as registered agent for TEMETAR CORPORATION in the foregoing Articles of Incorporation, I, Jeanette E. Marbort, 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.

Jeanatte E. Marbert

Aug. 29 1995

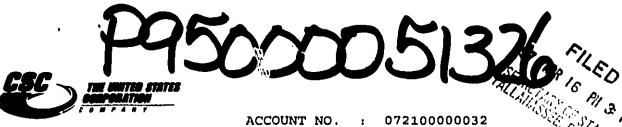
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SECRETARY DE STATE

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REFERENCE : 332676 141644A

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AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE: April 16, 1997

ORDER TIME : 10:32 AM

ORDER NO. : 332676-005

CUSTOMER NO:

141644A

CUSTOMER: Jennifer West, Esq

Interval International, Inc.

Penthouse 1

6262 Sunset Drive Miami, FL 33143

DOMESTIC AMENDMENT FILING

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TENSTAR CORPORATION. NAME:

EFFICTIVE DATE:

ARTICLES OF ENDMENT

Acknowledgement RESTATED A GLES OF INCORPORATION - W.P. Verdyer

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY PLAIN STAMPED COPY

CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Susana Romagosa

EXAMINER'S INITIALS: N

# ARTICLES OF AMENDMENT TO THE ARTICLES OF INCORPORATION OF TENSTAR CORPORATION

STARTED STATE 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 <u>April 9, , 1997:</u>

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 war sufficient for approval.

DATED this 9th day of April , 1997.

TENSTAR CORPORATION

Craig M Nash, President

Jeanette E. Marbert, Secretary Attest:\_