

P95000052578

RALLIS & PEREZ, P. A.

CERTIFIED PUBLIC ACCOUNTANTS

1109 EAST OAK STREET
SUITE 103
KISSIMMEE, FL 34744

STATE OF FLORIDA
DEPARTMENT OF REVENUE
TALLAHASSEE, FLORIDA

OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. _____ (Corporation Name) _____ (Document #)
2. _____ (Corporation Name) _____ (Document #)
3. _____ (Corporation Name) _____ (Document #)
4. _____ (Corporation Name) _____ (Document #)

- ☐ Walk in ☐ Pick up time _____ ☐ Certified Copy
☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

NEW FILINGS	
<input checked="" type="checkbox"/> Profit	
<input type="checkbox"/> NonProfit	
<input type="checkbox"/> Limited Liability	
<input type="checkbox"/> Domestication	
<input type="checkbox"/> Other	

AMENDMENTS	
<input type="checkbox"/> Amendment	
<input type="checkbox"/> Resignation of R.A., Officer/Director	
<input type="checkbox"/> Change of Registered Agent	
<input type="checkbox"/> Dissolution/Withdrawal	
<input type="checkbox"/> Merger	

OTHER FILINGS	
<input type="checkbox"/> Annual Report	
<input type="checkbox"/> Fictitious Name	
<input type="checkbox"/> Name Reservation	

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/> Foreign	
<input type="checkbox"/> Limited Partnership	
<input type="checkbox"/> Reinstatement	
<input type="checkbox"/> Trademark	
<input type="checkbox"/> Other	

Examiner's Initials

Dmc

6/21/95



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

Received
6/26/95

June 22, 1995

RALLIS & PEREZ, P.A.
809 EAST OAK STREET
SUITE 103
KISSIMMEE, FL 34744

SUBJECT: INTERNATIONAL MANAGEMENT SERVICES, INC.
Ref. Number: W95000012719

We have received your document for INTERNATIONAL MANAGEMENT SERVICES, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6923.

Doris McDuffie
Corporate Specialist Supervisor

Letter Number: 795A00030654

ARTICLES OF INCORPORATION

of

REGAL INTERNATIONAL VACATION RESORTS &
MANAGEMENT, INC

FILED

95 JUL -7 PM 2:42

TALLAHASSEE, FLORIDA

Article I -- Name

The name of the corporation is REGAL INTERNATIONAL VACATION RESORTS & MANAGEMENT, INC.

Article II -- Duration

This corporation shall exist perpetually, commencing at the time of filing these Articles with the Secretary of State of the State of Florida.

Article III -- Purpose

This corporation is organized for the purpose of transacting any or all lawful business.

Article IV -- Capital Stock

This corporation is authorized to issue 1,000 shares of no par value common stock, which shall be designated "Common Shares".

Article V -- Voting Rights

Except as otherwise provided by law, the entire voting power for the election of Directors and for all other purposes shall be vested exclusively in the holders of the outstanding Common Shares.

Article VI -- Preemptive Rights

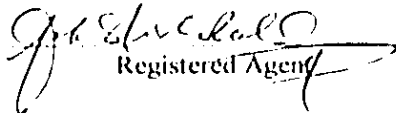
Every shareholder, upon the sale for cash of any new stock of this Corporation of the same kind as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly may be done without issuance of fractional shares) at the price at which it is offered to others.

Article VII -- Initial Registered Office and Agent

The street address of the initial registered office of this Corporation is 809 E. Oak Street, Suite 103, Kissimmee, Florida 34744, and the name of the initial registered agent of this Corporation at that address is John N. Rallis II, CPA. This address is not the same as the Corporation's principal address (see Article XVI).

Written acceptance by Registered Agent:

I hereby am familiar with and accept the duties and responsibilities as Registered Agent for said corporation


Registered Agent

Article VIII -- Initial Board of Directors

This Corporation shall have 2 directors initially. The number of directors may be either increased or diminished from time to time by the Bylaws, but shall never be less than one. The name and address of the initial directors of this Corporation are:

Richard Hawley
134 White Birch Drive
Kissimmee, Florida 34743

Susan Hawley
134 White Birch Drive
Kissimmee, Florida 34743

Article IX -- Incorporator

The name and address of the person signing these articles is:

Richard Hawley
134 White Birch Drive
Kissimmee, Florida 34743

Article X -- Bylaws

The power to adopt, alter, amend, or repeal Bylaws shall be vested in the Board of Directors.

Article XI -- Calling of Special Meetings

Special meetings of Shareholders may be called by the Board of Directors of this Corporation.

Article XII -- Shareholder Quorum and Voting

Fifty-one percent of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of the Shareholders.

Article XIII -- Indemnification

The Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law

Article XIV -- Amendment

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any Amendment hereto, and any right conferred upon the Shareholders is subject to this reservation.

Article XV -- Restrictions on Transfer of Stock

Shares of capital stock of this Corporation shall be issued initially to the following persons in the amounts set forth:

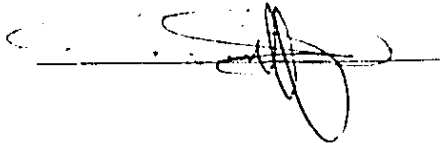
Richard Hawley	600 Shares
Susan Hawley	400 Shares

Shares held by the initial shareholders may be resold with restriction.

Article XVI -- Corporation Principal Office

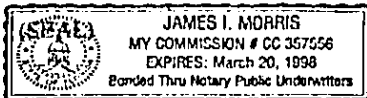
The Corporation's principal office is at 134 White Birch Drive, Kissimmee, Florida 34743. This is not the same as the Corporation's initial registered office (see Article VII).

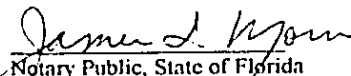
IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 9th day of June 1995.



Before me a notary public authorized to take acknowledgments in the State of Florida, County of Osceola, personally appeared Richard Hawley known to me to be the person who executed the foregoing Articles of Incorporation.

In witness whereof, I have hereunto set my hand and affixed my official seal, this 30th day of June 1995. FLA D N License H-400-753-51-451-0




Notary Public, State of Florida

My commission expires: 3/20/1998

CERTIFICATE OF DESIGNATION

of

REGISTERED OFFICE

FILED

95 JUL -7 PM 3:42

TALLAHASSEE, FLORIDA

Pursuant to the provisions of sections 605.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the state of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

1. The name of the corporation is: Regal International Vacation Resorts & Management, Inc.

2. The name and street address of the registered agent and office is:

John N. Rallis II, CPA

809 E. Oak Street, Suite 103

Kissimmee, Florida 34744

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

SIGNATURE

DATE

John N. Rallis II
6/30/95

REGISTERED AGENT FILING FEE: \$35.00