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VIA FEDERAL EXPRESS

July 7, 1994

Department of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32399

500001534725  
-07/11/95--01076--007  
\*\*\*\*122.50 \*\*\*\*122.50

Re: Incorporation of Resort Travel Promotions

To whom it may concern:

Please find enclosed the following documents in connection with the incorporation of Resort Travel Promotions:

1. The Articles of Incorporation of Resort Travel Promotions.
2. A check in the amount of \$122.50 to cover the following items: (a) \$35.00 for filing fee; (b) \$52.50 for one certified copy of the Certificate of Incorporation; and (c) \$35.00 for certificate designating registered agent;
3. Two copies of the executed Articles of Incorporation, one of which is to be certified and returned;
4. Completed designation of registered agent form to be placed on file with the Department of State.

Please telephone me upon the filing of the enclosed Articles.

Thank you for your assistance in this matter. Should you have any questions or comments regarding this matter, please call me.

Sincerely,

KORSHAK & BEAULIEU

Enclosure

c/S/Resort.001

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FILED  
95 JUL 11 PM 2:45  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

of

RESORT TRAVEL PROMOTIONS

FILED

95 JUL 11 PM 2:45

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned incorporator, being a natural person competent to contract, subscribes to these Articles of Incorporation to form a corporation under the laws of the State of Florida.

I. NAME

The name of this corporation is Resort Travel Promotions and its principle place of business is 5102 Goldenrod Place Road, Winter Park, Florida 32792.

II. PURPOSE

The purpose for which the corporation is organized as a Vacation Travel Club and any other lawful purpose.

III. DURATION

The term of existence of the corporation is perpetual.

IV. CAPITAL STOCK

The number of shares of stock that the corporation is authorized to have outstanding is 10,000, all of which shall be common shares with par value of \$.01.

V. REGISTERED OFFICE

The street address of the initial registered office of the corporation in this State is 2345 Sand Lake Road, Suite 120, Orlando, Florida 32809. The initial registered agent at the registered office is Stephen D. Korshak, Esquire.

VI. INCORPORATOR

The name and post office address of the incorporator is:

Phillip Driver  
5102 Goldenrod Place Road, Winter Park, Florida 32792

## VII. DIRECTORS

The Board of Directors shall initially consist of one (1) Director. The number of Directors may be either increased or diminished from time to time by the Board of Directors or the shareholders in accordance with the By-Laws of this corporation. The name and address of the initial Board of Directors are:

Phillip Driver  
5102 Goldenrod Place Road, Winter Park, Florida 32792

Charles Mercurio  
5102 Goldenrod Place Road, Winter Park, Florida 32792

## VII. Lost or Destroyed Certificates

Stock certificates to replace lost or destroyed certificates shall be issued on such basis and according to such procedures as are from time to time provided for in the By-Laws of this corporation.

## ARTICLE IX. Amendment to Articles

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 shareholders, and approved at a shareholders meeting by a majority of the stock issued and entitled to be voted, unless all the Directors and all the shareholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

## ARTICLE X. By-Laws

The power to adopt, alter, amend or repeal By-Laws of this corporation shall be vested in the Board of Directors and the Shareholders.

## ARTICLES XI. Preemptive Rights

Every shareholder, upon the sale of any additional 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

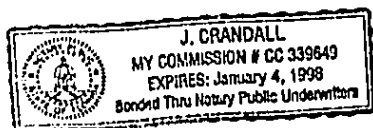
share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

7th IN WITNESS WHEREOF, I have hereunto subscribed my name this day of July, 1995.

Phillip Driver  
PHILLIP DRIVER, Incorporator

STATE OF FLORIDA)  
COUNTY OF ORANGE)

7th The foregoing instrument was acknowledged before me this day of July, 1995 by Phillip Driver, who is personally known to me or who has produced \_\_\_\_\_ as identification and who did not take an oath.



J. Crandall  
Signature of Notary  
J Crandall  
Type/Print name of Notary  
My Commission Expires:

CERTIFICATE DESIGNATING REGISTERED AGENT  
FOR THE SERVICES OF PROCESS WITHIN THIS STATE

FILED

95 JUL 11 PM 2:45

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the Florida General Corporation Act, the following is submitted, in compliance with said Act:

Resort Travel Promotions, desiring to organize as a corporation under the laws of the State of Florida with its registered office at 2345 Sand Lake Road, Suite 120, Orlando, Florida 32809, has named Stephen D. Korshak, Esquire, located at the above registered office as its Registered Agent to accept service of process within this state.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above stated corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and further agree to comply with the provisions of said Act relative to keeping open said office.

By:

Stephen D. Korshak  
Registered Agent

Date:

July 7, 1995