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John H. Snow General Counsel TEL: (407) 602-6000 FAX: (407) 602-9261

105 Wekiya Springs Fload Suite 100 Longwood, Florida 32770 900001674779 -01/02/96--01027--008 ****280.00 *****70.00

Lifestyles Vacation Travel Club, Inc.

Trademark

Other

CR2E031(10/92)

OFFICE USE ONLY

Examiner's Initials

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"When you're the bast, you do things differently"		EFFECTIVE DATE	78 8 - 7
CORPORATION NA	ME(s) & DOCUMENT NUM	IBER(S) (if known):	05.03
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NEW FILINGS	AMENDMENTS		
Profit	Amendment	Secure of the respective of	
NonProfit	Resignation of R.A., Officer/	Director	
Limited Liability	Change of Registered Agent		
Domestication	Dissolution/Withdrawal		
Other	Merger		
OTHER FILINGS	REGISTRATION/		
Annual Report	QUALIFICATION		
Fictitious Name	Foreign	L	ζ.,
Name Reservation	Limited Partnership	(X \ L
	Reinstatement		
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EFFECTIVE DATE

ARTICLES OF INCORPORATION

OF

LIFESTYLES VACATIONS, INC.

ARTICLE 1- Name

The name of this corporation is LIFESTYLES VACATIONS, INC.

ARTICLE II- Duration

This corporation shall exist in perpetuity commencing on the date of execution and acknowledgment of these Articles.

ARTICLE III- Purpose

This corporation is organized for the purpose to engage in any activities or business permitted under the laws of the United States and Florida.

ARTICLE IV- Capital Stock

This corporation is authorized to issue One Million (1,000,000) shares of Ten Cents (.10) par value common stock which shall be designated "Common Shares".

ARTICLE V- Preemptive Rights

Each shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that 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.

ARTICLE YI- Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 195 Wekiva Springs Road, Suite 100, Longwood, Florida 32779, and the name of the initial registered agent of this corporation is Chet Rothberg, 195 Wekiva Springs Road, Suite 100, Longwood, Florida 32779, who by his signature at the end hereof, accepts such designation.

ARTICLE VII - Initial Board of Directors

This corporation shall have one (1) director initially. The number of directors may be either increased or diminished from to time by the By-laws but shall never be less than one (1) director. The name and address of the initial director(s) of this corporation:

John R. Snow

President / Director

Ronald Spain

Treasurer

Thomas Payne

Secretary

ARTICLE VIII - Principal Place of Business

The initial place of business of this corporation shall be 195 Wekiva Springs Road, Suite 100, Longwood, Florida, with the privilege of having branch offices within or without the State of Florida.

ARTICLE IX - Incorporator

The name and address of the person signing these Articles is: Chet Rothberg, 195

Wekiva Springs Road, Suite 100, Longwood, Florida 32779.

4

IN WITNESS whereof, the undersigned has executed these Articles of Incorporation the 28th day of December, 1995.

Chet Rothbe

STATE OF FLORIDA) COUNTY OF SEMINOLE)

Before me, a Notary Public authorized to take acknowledgments in the state and county set forth above, personally appeared Chet Rothberg, known to me to be the person who executed the foregoing Article of Incorporation, and who acknowledged before me that he executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid, this 2814 day of Accended, 1995.

Print Name:

Notary Public State of Florida

Commission Number:

Commission Expires:

JOHN R. SNOW
MY COMMISSION # CC 192180
EXPIRES: April 8, 1998
Sonded That Notery Public Underwitters

CERTIFICATE OF ACCEPTANCE OF REGISTERED AGENT

Having been named as Registered Agent 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 agree to comply with the provisions of Chapter 48.091, Florida Statutes.

Dated this 28th day of December 1995 STATE OF FLORIDA)

COUNTY OF SEMINOLE)

BEFORE ME, the undersigned authority, this day personally appeared Chet Rothberg, who, after being first duly sworn, deposes and says he signed the foregoing Certificate of Acceptance of Registered Agent freely, voluntarily and for the purposes therein expressed.

SWORN TO AND SUBSCRIBED before me this 25th day of Deemler 1995.

Print Name:

Notary Public State of Florida Commission Number:

Commission Expires:

JOHN R. SNOW COMMISSION & CC 192180 EXPIRES: April 8, 1998