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C T CORPORATION SYSTEM

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96 JAN 17 PM 12:05
TALLAHASSEE, FLORIDA

C T CORPORATION SYSTEM

Requestor's Name
660 East Jefferson Street

Address
Tallahassee, Florida 32301

City State Zip Phone
904-222-1092

CORPORATION(S) NAME

017/11/95 0104: 0.9
 ***122.50 ***122.50

Universal Vacation Ownership, Inc.

<input checked="" type="checkbox"/> NonProfit	<input type="checkbox"/> Amendment	<input type="checkbox"/> Merger
<input type="checkbox"/> Limited Liability Company	<input type="checkbox"/> Dissolution/Withdrawal	<input type="checkbox"/> Mark
<input type="checkbox"/> Foreign	<input type="checkbox"/> Annual Report	<input type="checkbox"/> Other
<input type="checkbox"/> Limited Partnership	<input type="checkbox"/> Reservation	<input type="checkbox"/> Change of P.A.
<input type="checkbox"/> Reinstatement	<input type="checkbox"/> Photo Copies	<input type="checkbox"/> Fictitious Name
<input checked="" type="checkbox"/> Certified Copy	<input type="checkbox"/> Call When Ready	<input type="checkbox"/> Call if Problem
<input type="checkbox"/> Call When Ready	<input type="checkbox"/> Will Wait	<input type="checkbox"/> After 4:30
<input checked="" type="checkbox"/> Walk In	<input checked="" type="checkbox"/> Pick Up	
<input type="checkbox"/> Mail Out		

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DIVISION OF INVESTIGATION
U.S. DEPARTMENT OF JUSTICE

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1. BROWN JAN 17 1996

ARTICLES OF INCORPORATION
OF
UNIVERSAL VACATION OWNERSHIP, INC.

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TALLAHASSEE, FLORIDA

The undersigned does hereby make and execute these Articles of Incorporation for the purpose of forming a corporation under the Florida Business Corporation Act:

ARTICLE I

Name

The name of the corporation is:

Universal Vacation Ownership, Inc.

ARTICLE II

Initial Principal Office

The street address of the initial principal office of the corporation shall be:

7380 Sand Lake Road
Suite #568
Orlando, Florida 32819

The board of directors of the corporation, or an officer of the corporation acting under the authority of the board of directors, is authorized to change the principal office of the corporation from time to time without amendment to these Articles of Incorporation.

ARTICLE III

Authorized Shares

The aggregate number of shares which the corporation shall have authority to issue is one thousand (1,000) shares of common stock. The par value of each such share shall be \$.01 per share.

ARTICLE IV

Registered Office and Agent

The street address of the corporation's initial registered office is:

5300 First Union Financial Center
200 South Biscayne Boulevard
Miami, Florida 33131

The name of the corporation's initial registered agent at that office is Douglas K. Bischoff.

ARTICLE V

Incorporator

The name and address of the incorporator are:


Douglas K. Bischoff, Esquire
Morgan, Lewis & Bockius LLP
5300 First Union Financial Center
200 South Biscayne Boulevard
Miami, Florida 33131-2339

ARTICLE VI

Purpose and Powers

The corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under the Florida Business Corporation Act and under the laws of any jurisdiction in which the corporation may operate. The corporation shall have all lawful powers necessary or appropriate to conduct such business including, but not limited to all corporate powers which corporations may have under the Florida Business Corporation Act.

IN WITNESS WHEREOF, these Articles of Incorporation have been executed this 16th day of January, 1996.



Douglas K. Bischoff,
Incorporator

Acceptance By Registered Agent

The undersigned hereby accepts the appointment as registered agent of Universal Vacation Ownership, Inc. and agrees to comply with the provisions of the laws of Florida, including section 48.091, Florida Statutes, providing for the keeping open of the registered office for service of process.

The undersigned is familiar with, and accepts, the obligations of the position of registered agent.

Dated: January 16, 1996.



Douglas K. Bischoff,
Registered Agent

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