

P96000046034

Barbara's Personal Services, Inc.

PARALEGAL & SECRETARIAL

SUITE 2A
152 8th AVENUE S.W.
LARGO, FLORIDA 34640-3613

WILLS & TYPING
BANKRUPTCY & DIVORCE
INCORPORATIONS

TELEPHONE 813 559-8505
FACSIMILE 384-1462

May 17, 1996

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

900001838129
-05/21/96--01156--001
*****78.75 *****78.75

TRANSMITTAL LETTER

SUBJECT: VACATION BREAK GULF COAST, INC.

Enclosed is an original and one (1) copy of the articles of incorporation and a check for:
Seventy-eight & 75/100 dollars (\$78.75) for Filing Fee and Certificate.

FROM: Barbara S. Hicks

152 8th Avenue, S.W., Suite 2A

Largo, Florida 34640-3613

(813) 559-8505

Sincerely,



Barbara S. Hicks

FILED
96 MAY 21 PM 3:51
DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

B. Hicks GAVE
AUTHORIZATION BY PHONE TO
CORRECT Incorporator address
DATE 5/30
DOC. EXAM. 2/B

GB 5/30/96

ARTICLES OF INCORPORATION

The undersigned incorporators, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be: Vacation Break Gulf Coast, Inc.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

12678 Starkey Road
Largo, Florida 34643

ARTICLE III SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is: One thousand (1,000) shares.

ARTICLE IV

INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

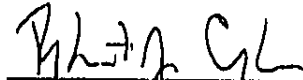
Robert J. Coyle
12678 Starkey Road
Largo, Florida 34643
(813) 585-3722

ARTICLE V INCORPORATORS

The names and street addresses of the Incorporators to these Articles of Incorporations are: Robert J. Coyle (Director); Rick Allen Alexander (President); John M. Radenbaugh (Vice President); Dawn Michele Higgs (Secretary).

ALL AT PRINCIPAL OFFICE ADDRESS.

The undersigned Incorporators have executed these Articles of Incorporation this 17th day of May, 1996.



ROBERT J. COYLE,
Director



RICK ALLEN ALEXANDER,
President



JOHN M. RADENBAUGH,
Vice President



DAWN MICHELE HIGGS,
Secretary

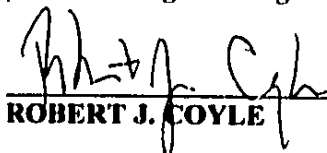
**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/ REGISTERED OFFICE**

Pursuant to the provisions of section 607.0501, 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: **Vacation Break Gulf Coast, Inc.**
2. The name and address of the registered agent and office is:

Robert J. Coyle
12678 Starkey Road
Largo, Florida 34643
(813) 585-3722

Having been named as registered agent and to accept service on behalf of 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.


ROBERT J. COYLE

May 17, 1996.

FILED
MAY 21 PM 3:51
STATE
TALLAHASSEE FLORIDA

PA 16000046034

WILLS & TYPING
BANKRUPTCY & DIVORCE
INCORPORATIONS

Barbara S. Hicks, Inc.
BARBARA S. HICKS, SECRETARIAL
SUIVE
152 8th Avenue, S.W.
LARGO, FLORIDA 33770-3613

TELEPHONE 813 559-8505
FACSIMILE 584-1462

September 5, 1997

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

800002287458--2
-09/08/97--01132--008
*****35.00 *****35.00

TRANSMITTAL LETTER

SUBJECT: Amendment of Articles to : Vacation Break Gulf Coast, Inc.

The above named corporation wishes to delete an Officer by

deleting Rick Alexander as President

Enclosed is an original and one (1) copy of the amendment to articles of incorporation and a check for thirty five dollars (\$35) for Filing Fee.

FROM: Barbara S. Hicks
152 8th Avenue, S.W., Suite 2A
Largo, Florida 33770-3613
(813) 559-8505

Sincerely,

Barbara S. Hicks

Barbara S. Hicks

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

97 SEP -8 PM 2:55

APPROVED
AND
FILED

PA 16000046034
3P
Amend
9-8-97

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
VACATION BREAK GULF COAST, INC.**

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendments to its articles of incorporation:

FIRST: Amendment(s) adopted: (Indicate article number(s) being amended, added, or deleted)

**ARTICLE V
INCORPORATORS**

Delete: Rick Alexander, President

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

N/A

THIRD: The date of each amendment's adoption: September 5, 1997.

FOURTH: Adoption of Amendment(s) (check one)

_____ The amendments was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.

_____ The amendment(s) was/were approved by the shareholders through voting groups. *The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):*

"The number of votes cast for the amendment(s) was/were sufficient for approval by _____."

VOTING GROUP

last line page 1 of 2

37572-3 F1 0155
STATE OF FLORIDA
CLERK OF THE CIRCUIT COURT
IN AND FOR THE COUNTY OF
DADE

NOTED
FILED
MAY 10 1997

_____ The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.

 X The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this 5th day of September, 1997.

Signature _____



JOHN RADENBAUGH
Director