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June 26, 1996

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VIA FEDERAL EXPRESS

Secretary of State
Corporate Record Bureau
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

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-06/27/96--01090--017
***122.50 ***122.50

Re: **RDI Vacation Shoppe Travel, Inc. - R96000002153**

Dear Sir or Madam::

Enclosed please find an original and one (1) copy of the executed Articles of Incorporation of RDI Vacation Shoppe Travel, Inc. On April 6, 1996, I spoke with a representative from your office and was informed that the name RDI VACATION SHOPPE TRAVEL, INC. is available.

Enclosed please find this firm's check, made payable to the Florida Secretary of State in the amount of ONE HUNDRED TWENTY TWO DOLLARS and 50/100 (\$122.50), which covers the following fees and charges in connection with this incorporation:

1. The \$35.00 fee for filing the Articles of Incorporation;
2. The \$35.00 fee for designation of an acceptance by the registered agent; and
3. The \$52.50 charge for a certified copy of the Articles of Incorporation.

I have enclosed a self-addressed, stamped envelope for you to return the certified copy of the Articles of Incorporation, and the file stamped copy, to my office.

If you have any questions regarding my request, please do not hesitate to contact me.

Sincerely,

Cathleen R. Smith (R)

Cathleen Robson Smith

CRS:lr

Enclosures

cc: Mr. Timothy Fisher
Mr. Jeffrey Keim

ARTICLES OF INCORPORATION
OF
RDI VACATION SHOPPE TRAVEL, INC.

FILED
95 JUN 27 AM 11:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned do hereby act as incorporators in adopting the following Articles of Incorporation for the purpose of organizing a corporation for profit, pursuant to the provisions of the Florida Business Corporation Act.

ARTICLE ONE

The name of the corporation shall be RDI Vacation Shoppe Travel, Inc.

ARTICLE TWO

The principal place of business and mailing address of the corporation is 12995 Cleveland Avenue, Suite 164, P.O. Box 60035, Fort Myers, Florida 33907.

ARTICLE THREE

The number of shares that the corporation is authorized to issue is Ten Thousand (10,000) shares, all of which shall have a par value of One and No/100 Dollars (\$1.00) per share. All shares of the corporation shall be of the same class and shall be common shares.

ARTICLE FOUR

The name of the initial registered agent of the corporation shall be Jeffrey J. Keim. The street address of the initial registered office of the corporation in the State of Florida is 12995 Cleveland Avenue, Suite 164, Fort Myers, Florida 33907.

The written acceptance of the said initial registered agent, as required by Section 607.0501(3) of the Florida Business Corporation Act, is set forth following the signature of the incorporator and is made a part of these Articles of Incorporation.

ARTICLE FIVE

The name and address of the incorporators to these Articles of Incorporation are:

Jeffrey J. Keim
12995 Cleveland Avenue, Suite 164
P.O. Box 60035
Fort Myers, Florida 33907

Randy L. Keim
12995 Cleveland Avenue, Suite 164
P.O. Box 60035
Fort Myers, Florida 33907

ARTICLE SIX

Each share of the corporation shall entitle the holder thereof to a preemptive right, for a period of thirty (30) days, to subscribe for, purchase, or otherwise acquire any shares of the same class of the corporation or any equity and/or voting rights of any class of the corporation which the corporation proposes to issue or any rights or options which the corporation proposes to grant for the purchase of shares of the same class of the corporation or of equity and/or voting shares of any class of the corporation or for the purchase of any shares, bonds, securities or obligations of the corporation which are convertible into or exchangeable for, or which carry any rights to subscribe for, purchase or otherwise acquire unissued shares of the same class of the corporation or equity and/or voting shares of any class of the corporation, whether now or hereafter authorized or created, and whether any proposed issue, reissue, or grant is for cash, property or other lawful consideration; and after the expiration of said thirty (30) days, any and all of such shares, rights, options, bonds, securities or obligations of the corporation may be issued, reissued, or granted by the Board of Directors, as the case may be, to such individuals and entities, and for such lawful consideration, and on such terms, as the Board of Directors in

its discretion may determine. As used herein, the terms "equity shares" and "voting shares" shall mean, respectively, shares which confer unlimited dividend rights and shares which confer unlimited voting rights in the election of one (1) or more directors.

ARTICLE SEVEN

The corporation is organized for the purpose of carrying on any lawful business for pecuniary gain and profit and may do all things necessary and proper for the accomplishment of these purposes and may buy, own, design, manufacture, distribute, lease, finance, sell, or otherwise dispose of, deal in or with any types of property, real and personal, and in doing so may act as principal or agent, as member of a partnership or joint venture or as licensor or licensee, upon commission or otherwise. The corporation may enter into any lawful business from time to time without limitation. The corporation shall have all of the general powers granted to corporations organized under the Florida Business Corporation Act, whether granted by specific statutory authority or by construction of law.

ARTICLE EIGHT

The duration of the corporation shall be perpetual.

ARTICLE NINE

The corporation shall, to the fullest extent permitted by the provisions of the Florida Business Corporation Act, as the same may be amended and supplemented from time to time, indemnify any and all persons whom it shall have power to indemnify under said provisions from and against any and all expenses, liabilities or other matters referred to or covered by said provisions, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any bylaw, vote of shareholders

or disinterested directors, or otherwise, both as to action in his official capacity and as to action in any other capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors, and administrators of such a person.

The undersigned has executed these Articles of Incorporation as the incorporators of the corporation on this 14th day of June, 1996.

By:

[Signature]
Jeffrey J. Keim, Incorporator

By:

[Signature]
Randy L. Keim, Incorporator

FILED
JUN 27 AM 11:11
SECRETARY OF STATE
TALLAHASSEE FLORIDA

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-STATED CORPORATION AT THE PLACE DESIGNATED IN THESE ARTICLES OF INCORPORATION, 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.

This 14th day of June, 1996.

By:

[Signature]
Jeffrey J. Keim, Registered Agent