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AUG 2 2 1996

OF

International Condominium Exchange, Inc.

The undersigned, acting as Incorporator of a corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation for such corporation:

ARTICLE 1 - NAME

The name of this corporation is International Condominium Exchange, Inc.

<u>ARTICLE II - DURATION</u>

This corporation shall exist in perpetuity commencing on the date of issuance of the approval of the corporation by the Secretary of State.

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 fifty million (50,000,000) shares of ten cents (\$0.10) 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 may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI - 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 Patrick Manning, 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 three (3) directors initially. The number of directors may be either increased or decreased from time to time by an amendment of the By-Laws of this corporation, in the manner provided by law, but shall never be fewer than one (1).

The name and address of the initial directors of this corporation are:

<u>Name</u>	Address	Title
Patrick Manning	195 Wekiva Springs Rd., Longwood, FL	President
Michael Manning	195 Wekiva Springs Rd. Longwood, FL	Vice-President
John R. Snow	195 Wekiva Springs Rd., Longwood, FL	Secretary

ARTICLE VIII - INITIAL PLACE OF BUSINESS

The initial place of business of this corporation shall be 195 Wekiva Springs Road, 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 Incorporator signing these Articles of Incorporation are: Patrick Manning, 195 Wekiva Springs Road, Suite 100, Longwood, Florida 32779.

ARTICLE X - INDEMNIFICATION

This corporation shall have the power to indemnify, to the maximum extent permitted by law, as amended from time to time, by express provision in its By-Laws, by agreement, or by majority vote of either its shareholders or disinterested directors, present or former shareholders, directors and/or officers, agents, and/or employees of this corporation.

ARTICLE XI - AMENDMENT OF ARTICLES

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation, this 20 day of August, 1996.

Jaluick Minney , Incorporator

STATE OF FLORIDA

COUNTY OF SEMINOLE

BEFORE ME, the undersigned authority, personally appeared Patrick Manning to me known to be the person who executed the foregoing Articles of Incorporation, and acknowledged to and before me that he executed such instrument for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 26 day of August, 1996.

JOHN R. BNOW Natary Public - State of Florida My Commission Expires Jun 23, 2000 Commission & CC 565687

Notary Public, State of Florida

My commission expires:

Having been named Registered Agent for the above named corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

8-20-96

Date

STATE OF FLORIDA

Proposit , Reg

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COUNTY OF SEMINOLE

BEFORE ME, the undersigned authority, this day personally appeared Patrick Manning, to me personally known to known, who after being first duly sworn deposes and says that 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 20 day of August, 1996.

JOHN 17. SNOW Notary Public • Statu of Florida My Commission Expires Jun 23, 2000 Commission # CC 868687

ptary Public, State of Florida

My commission expires:

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