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EMPIRE CORPORATE KIT

P.02/03

9/20/96

FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

VAX #: (904)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
PHONE: (305)541-3694

ACCT#: 072450003255

FAX #: (305)541-3770

NAME: TIMESHARE U.S.A, INC.

AUDIT NUMBER.....H96000013208

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 3

CERT. COPIES.....0

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096A - 43726



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

September 20, 1986

EMPIRE CORPORATE KIT COMPANY

SUBJECT: TIMESHARE U.S.A. INC.
REF: W96000019890

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

Section 15.16(3), Florida Statutes, requires each document to contain in the lower left-hand corner of the first page the name, address, and telephone number of the preparer of the original and, if prepared by an attorney licensed in this state, the preparer's Florida Bar membership number.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6878.

Terri Buckley
Corporate Specialist

FAX Aud. #: H96000013208
Letter Number: 996A00043544

H96000013208

**ARTICLES OF INCORPORATION
OF
TIMESHARE U.S.A., INC.**

THE UNDERSIGNED Incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I NAME

TIMESHARE U.S.A., INC.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:
6363 N.W. 6 WAY SUITE 210
FORT LAUDERDALE, FLORIDA 33309

ARTICLE III CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is SEVEN THOUSAND FIVE HUNDRED (7,500) shares having a par value of ONE DOLLAR (\$1.00) per share.

ARTICLE IV INITIAL BOARD OF DIRECTORS

The number of Directors constituting the initial Board of Directors of this Corporation is one (1). The number of Directors may be either increased or decreased from time to time by an amendment of the by-laws but shall never be less than one (1). The names and addresses of the initial Board of Directors are:
ANTHONY G. COLEMAN, JR.
6363 N.W. 6 WAY SUITE 210
FORT LAUDERDALE, FLORIDA 33309

ARTICLE V INCORPORATOR

The name(s) and street address(es) of the Incorporator(s) to these Articles of Incorporation is (are):
ANTHONY G. COLEMAN, JR.
6363 N.W. 6 WAY SUITE 210
FORT LAUDERDALE, FLORIDA 33309

These Articles of Incorporation Prepared By:
Anthony G. Coleman, Jr., P.A.
6363 N.W. 6 Way Suite 210
Fort Lauderdale, Florida 33309
(954) 776-1001
Florida Bar Number 368363

FILED
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TALLAHASSEE, FLORIDA

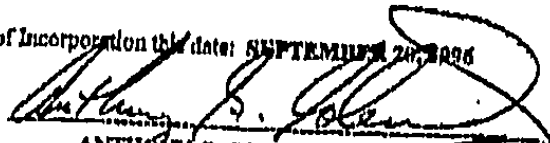
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ARTICLE VI INITIAL REGISTERED AGENT AND ADDRESS

The name(s) and address of the initial registered agent is:
ANTHONY G. COLEMAN, JR.
 6363 N.W. 6 WAY SUITE 210
 FORT LAUDERDALE, FLORIDA 33309


The undersigned has (have) executed these Articles of Incorporation this date: **SEPTEMBER 20, 1996**


 ANTHONY G. COLEMAN, JR., Incorporator

**CERTIFICATE OF DESIGNATION
 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.

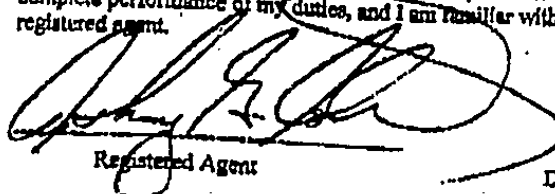
1. The name of the corporation is: **TIMESHARE U.S.A., INC.**
2. The name and address of the registered agent and office is: **ANTHONY G. COLEMAN, JR.**
 6363 N.W. 6 WAY SUITE 210
 FORT LAUDERDALE, FLORIDA 33309

SIGNATURE 
TITLE: **INCORPORATOR**

DATE: SEPTEMBER 20, 1996

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 TALLAHASSEE, FLORIDA

Having been named Registered Agent to accept service of process for 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.


 Registered Agent
SEPTEMBER 20, 1996
 Date

H96000013208

P96000078719

Requestor's Name
Steve Hoffman
TIMESHARE USA
43 NO. FEDERAL HIGHWAY
POMPANO BEACH FL. 33062

City/State/Zip

Phone #

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. _____ (Corporation Name) (Document #) _____
2. _____ (Corporation Name) (Document #) 200002243382--5
-07/28/91-01109--022
*****35.00 *****35.00
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☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

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<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input checked="" type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
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<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF

FILED
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TALLAHASSEE, FLORIDA

Timeshare U.S.A., Inc.
(present name)

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

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

THE NAME OF THIS CORP. IS HEREBY
CHANGED TO

"ROYAL VACATIONS, INC."

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:

THIRD: The date of each amendment's adoption: 7/24/97

FOURTH: Adoption of Amendment(s) (CHECK ONE)

- ☒ The amendment(s) 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

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

Signed this 24 day of July, 19 97

Signature

Shirley B. Smith
(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)

OR

(By a director if adopted by the directors)

OR

(By an incorporator if adopted by the incorporators)

Stesen Hoffmann

Typed or printed name

President

Title