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October 30, 1996

VIA AIRBORNE EXPRESS

Florida Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

Re: *Vacation Break Resorts at Cocoa Beach, Inc.*

Dear Sir/Madam:

Enclosed for filing is an original and one (1) copy of the Articles of Incorporation for the referenced corporation and a check in the amount of \$122.50.

Please return the certified copy to my attention at the address below.

Sincerely,

Kimberly A. Plunkett
Corporate Paralegal
(954) 351-8717

Enclosures

Leonard Lubart

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
FOR
VACATION BREAK RESORTS AT COCOA BEACH, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

The name of the corporation is: VACATION BREAK RESORTS AT
COCOA BEACH, INC.

ARTICLE II

Nature of Business

The general nature of the business and the objectives and purposes proposed to be transacted and carried on, are to do any and all things herein mentioned, as fully and to the same extent as natural persons might or could do, viz:

(A) To market, develop, and consult on property situated in the State of Florida and the United States and to deal in any manner whatever and in all types and descriptions of real estate development/sales in this regard, and to do all things and engage in all activities necessary and proper or incidental to said development, consultation and marketing of said real estate.

(B) To manufacture, purchase, or otherwise acquire, and to own, mortgage, pledge, sell, assign, transfer or otherwise dispose of, and to invest in, trade in, deal in and with goods, wares, merchandise, real and personal property, and services of every class, kind and description.

(C) To conduct business in, have one or more offices, buy, hold, mortgage, sell, convey, lease, or otherwise dispose of real and personal property, including franchises, patents, copyrights, trademarks, oil and gas leases, and licenses, in the State of Florida and in all other states, districts, territories, countries or colonies.

(D) To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness, and execute mortgages, transfers of corporate property, or other instruments to secure the payment of corporate indebtedness as required.

(E) To purchase the corporate assets of any other corporation and engage in the same or other character of business.

(F) To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities, or other evidences of indebtedness created by any other corporation of the State of Florida, or any other State of government, and while owner of such stock, to exercise all rights, powers and privileges of ownership, including the right to vote such stock, and to do any and all acts and things necessary or advisable for the preservation, protection, improvement, and enhancement in value thereof.

(G) In general, to carry on any other business in connection with the foregoing, and to have and exercise all the powers conferred by the laws of the State of Florida upon corporations formed under its laws, and to do any or all things hereinbefore set forth to the same extent as natural persons might or could do.

ARTICLE III Capital Stock

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 500 shares of Common Voting Stock of \$1.00 par value.

The consideration to be paid for each share shall be paid for in money, property, labor or services, at a just valuation to be fixed by the incorporators or by the directors at a meeting called for such purpose. In the event any stock holder wishes to sell, assign, or encumber his stock he must first receive written approval from all stock holders and in the case of sell must also give right of first refusal, at fair market value as determined by an independent Florida C.P.A., to all stockholders. Highest bidder to prevail.

ARTICLE IV Initial Capital

The amount of capital with which this corporation shall begin business is not less than Five Hundred Dollars (\$500.00).

ARTICLE V Terms of Existence

The corporation is to exist perpetually.

ARTICLE VI

Address

The street address and mailing address of the principal office of this corporation in the State of Florida, and the registered agent address, which is the same shall be: 6400 North Andrews Avenue, Suite 200, Ft. Lauderdale, FL 33309, and the initial registered agent shall be: Ralph P. Muller.

The Board of Directors may, from time to time, move the principal office to any other address in Florida.

ARTICLE VII

Directors

The number of Directors shall be not less than one (1), who need not be stockholders. The number of Directors may be increased from time to time in such manner as may be prescribed by the bylaws, but shall never be less than one (1).

The corporation shall indemnify and hold harmless each person who shall serve at any time hereafter as a director or officer of the corporation, and any person who serves at the request of this corporation as a director or officer of any other corporation, from and against any and all claims and liabilities to which such person shall become subject by reason of his having hereafter been a director or officer of the corporation, or by reason of any action alleged to have been heretofore or hereafter taken or omitted by him as such director or officer, and shall reimburse each such person for all legal and other expenses reasonably incurred by him in connection with any such claim or liability provided that no person shall be indemnified against, or be reimbursed for, any expenses incurred in connection with any claim or liability as to which it shall be adjudged that such officer or director is liable for negligence or willful misconduct in the performance of his duties. The rights accruing to any person under the foregoing provisions shall not exclude any other right to which he may be lawfully entitled, nor shall anything herein contained restrict the right of the corporation to indemnify or reimburse such person in any proper case even though not specifically herein provided for.

No contract or other transaction between this corporation and any other corporation, and no act of this corporation shall in any way be effected or invalidated by the fact that any of the directors of the corporation are pecuniarily or otherwise interested in, or are directors or officers of such other corporation, any director individually, or any firm of which any director may be a member, may be a party to or may be pecuniarily or otherwise interested in any contract or transaction of the corporation, provided that the fact that he or such firm so interested shall be disclosed or shall have been known to the Board of Directors, or such members thereof as shall be present at any meeting of the Board at which action upon any such contract or transaction shall be taken; and any director of the corporation who is also a director or officer of such other corporation, or is so interested may be counted in determining the existence of a quorum at any meeting of

the Board of Directors of the corporation which shall authorize any such contract or transaction, with like force and effect as if he were not such director or officer of such other corporation or not so interested.

It is agreed between the Stockholders and Directors that the Stockholder/Director may perform services for the corporation, and to that extent there is no conflict, provided the Stockholders/Directors agree to the service.

ARTICLE VIII

Directors

The name and street addresses of the members of the first Board of Directors, who subject to the provisions of the Articles of Incorporation, the By-Laws, and the Corporation Laws of the State of Florida, shall hold office for the first year of the corporation's existence, or until their successors are elected and have qualified, are:

Ralph P. Muller
Chief Executive Officer

6400 North Andrews Avenue, Suite 200
Ft. Lauderdale, FL 33309

Kevin M. Shechan
President

6400 North Andrews Avenue, Suite 200
Ft. Lauderdale, FL 33309

Henry M. Cairo
Chief Operating Officer/Chief
Financial Officer/Secretary

6400 North Andrews Avenue, Suite 200
Ft. Lauderdale, FL 33309

ARTICLE IX

Subscribers

The name and address of each subscriber to these Articles of Incorporation is:

Ralph P. Muller

6400 North Andrews Avenue, Suite 200
Ft. Lauderdale, FL 33309

ARTICLE X

Amendment

The corporation reserves the right to amend, alter, change, or repeal any provision contained in these Articles of Incorporation, in the manner provided by law; and all rights conferred upon stockholders herein are granted subject to this reservation.

ARTICLE XI
Termination

This corporation shall only terminate by written agreement between the Stockholders or by operation of law, or by a court of competent jurisdiction.

IN WITNESS WHEREOF, the parties if these Articles of Incorporation have hereunto set their hands and seals this 29 day of October, 1996.



Ralph P. Muller, Incorporator

STATE OF FLORIDA
COUNTY OF BROWARD

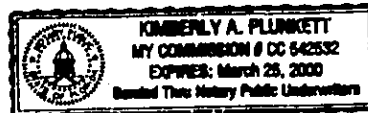
I HEREBY CERTIFY that on this day, before me a Notary Public duly authorized in the State and County named above, to take acknowledgments, personally appeared, Ralph P. Muller, to me known to be the person described as subscriber in and who executed the foregoing Articles of Incorporation, and acknowledged before me that he subscribed to these Articles of Incorporation.

Witness my hand and official seal in the County and State named above, this 29 day of October, 1996.



Notary Public

My commission expires:



**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 RESORTS AT
COCOA BEACH, INC.
2. The name and address of the registered agent and office is:

Ralph P. Muller
6400 North Andrews Avenue, Suite 200
Ft. Lauderdale, FL 33309

Having been named as registered agent and 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.



(Signature)

10/29/96

(Date)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA