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**networks**

PRENTICE HALL  
LEGAL & FINANCIAL SERVICES

P960000096262

ACCOUNT NO. : 072100000042

REFERENCE : 168079 430392

AUTHORIZATION :

*Patricia Pizitz*

COST LIMIT : \$ 122.50

ORDER DATE : November 26, 1996

ORDER TIME : 10:04 AM

ORDER NO. : 168079-010

CUSTOMER NO: 4303929

200002014192--3

CUSTOMER: Ms. Sheryl C. Vainstein  
GREENBERG TRAUIG HOFFMAN  
LIPOFF ROSEN & QUENTEL, P. A.  
22nd Floor  
1221 Brickell Avenue  
Miami, FL 33131-3238

DOMESTIC FILING

NAME: VACATION BREAK MERGER II CORP.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
XX PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Kathy Drake

EXAMINER'S INITIALS:

FILED  
96 NOV 26 AM 11:59  
TALLAHASSEE, FLORIDA  
RECEIVED  
96 NOV 26 AM 10:43  
DIVISION OF CORPORATION  
*Dme 11/26/96*

**ARTICLES OF INCORPORATION**  
**OF**  
**VACATION BREAK MERGER II CORP.**

**FILED**  
96 NOV 26 11:11:59  
TALLAHASSEE, FLORIDA

**ARTICLE I**

The name of the corporation is VACATION BREAK MERGER II CORP. (the "Corporation").

**ARTICLE II**

The address of the principal office and the mailing address of the Corporation is 6400 N. Andrews Avenue, Ft. Lauderdale, Florida 33309.

**ARTICLE III**

The capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows:

<u>Number of Shares Authorized</u>	<u>Par Value Per Share</u>	<u>Class of Stock</u>
1,000	\$ 0.01	Common

**ARTICLE IV**

The Corporation shall hold a special meeting of shareholders only:

- (1) On call of the Board of Directors or persons authorized to do so by the Corporation's Bylaws; or
- (2) If the holders of not less than 50 percent of the persons entitled to vote on any issue proposed to be considered at the proposed special meeting sign, date, and deliver to the Corporation's secretary one or more written demands for the meeting describing the purpose or purposes for which it is to be held.

**ARTICLE V**

The street address of the Corporation's initial registered office is 1201 Hays Street, City of Tallahassee, County of Leon, State of Florida 32301, and the name of its initial registered agent at such office is Corporation Service Company.

**ARTICLE VI**

The Board of Directors of the Corporation shall consist of at least one director, with the exact number to be fixed from time to time in the manner provided in the Corporation's Bylaws. The number of directors constituting the initial Board of Directors is one, and the

name and address of the member of the initial Board of Directors, who will serve as the Corporation's director until successors are duly elected and qualified is:

Ralph Muller  
6400 N. Andrews Avenue  
Ft. Lauderdale, Florida 33309

#### ARTICLE VII

The name of the Incorporator is Michael Todd and the address of the Incorporator is 1221 Brickell Avenue, Miami, Florida 33131.

#### ARTICLE VIII

This Corporation shall indemnify and shall advance expenses on behalf of its officers and directors to the fullest extent not prohibited by law in existence either now or hereafter.

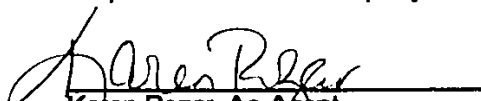
IN WITNESS WHEREOF, the undersigned, being the Incorporator named above, for the purpose of forming a corporation pursuant to the Florida Business Corporation Act of the State of Florida has signed these Articles of Incorporation this 25<sup>th</sup> day of November, 1996.

  
Michael Todd, Incorporator

#### ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned, having been named the Registered Agent of VACATION BREAK MERGER II CORP. accepts such designation and is familiar with, and accepts, the obligations of such position, as provided in Florida Statutes §607.0505.

Corporation Service Company

  
Karen Rozar, As Agent

Dated: November 26<sup>th</sup>, 1996