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PRENTICE HALL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000092

REFERENCE : 195376 4323852

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : December 19, 1996

ORDER TIME : 12:21 PM

ORDER NO. : 195376-020

EFFECTIVE DATE

12-18-96

CUSTOMER NO: 4323852

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-12/19/96--01064--028
****122.50 ****122.50

CUSTOMER: Mary Fendle, Legal Assistant
DEAN MEAD EGERTON BLOODWORTH
CAPOUANO & BOZARTH, P.A.
Suite 1500
800 North Magnolia Avenue
Orlando, FL 32803

DOMESTIC FILING

NAME: FLORIDA TRAVEL CLUB, INC.

EFFECTIVE DATE: DECEMBER 18, 1996

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: W. Charles Earnest

EXAMINER'S INITIALS:

NR 796-5498

FILED
96 DEC 19 AM 11:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Dec 12/20



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

November 20, 1996

KARIMA MEGHANI
60 MILLET ROAD
GREENFORD
MIDDLESEX ENGLAND, UB6-9SH

The name FLORIDA TRAVEL CLUB, INC. has been reserved for 120 days beginning November 20, 1996. The reservation number is R96000005498 and this reservation is **NONRENEWABLE**.

A reservation is not a grant of authority to use the name. It is only a withholding of a name from its availability for use by another. When the proposed document is submitted, the name will **AGAIN** be checked against the records of the Division and if still no conflict exists and all other requirements are fulfilled, the reserved name shall be filed as the entity name.

The Division of Corporations is a ministerial filing office and may not render any legal advice. The Division does not adjudicate the legality of any corporate name or arbitrate disputes between entities. You may wish to review other laws such as common law rights, including rights to a trade name; United States Code, Federal Trademark Act, Section 1051 (Lantham Act); Chapter 495, Florida Statutes, Registration of Trademarks and Service Marks (Florida Trademark Act); and Section 865.09, Florida Statutes (Fictitious Name Act).

If someone else submits the document for filing, it must have a copy of this letter attached.

Should you have any questions regarding this matter, please telephone (904) 488-9000, the Name Availability Section

Becky McKnight

Letter number: 996A00052714

ARTICLES OF INCORPORATION
OF
FLORIDA TRAVEL CLUB, INC.

EFFECTIVE DATE
12.18.96

FILED
96 DEC 19 AM 11:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of this Corporation pursuant to Chapter 607 of the Florida Statutes, hereby forms a corporation for profit under the laws of the State of Florida and adopts the following Articles of Incorporation for such Corporation:

ARTICLE I - NAME OF CORPORATION

The name of this Corporation shall be Florida Travel Club, Inc.

ARTICLE II - PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office of this Corporation shall be located at 800 North Magnolia Avenue, Suite 1500, Orlando, Florida 32803, which shall also be the mailing address of the Corporation.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of capital stock that this Corporation is authorized to issue and have outstanding at any one time is ten thousand (10,000) shares of common stock having a par value of One Dollar (\$1.00) per share.

ARTICLE IV - INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The initial street address of the registered office of this Corporation in the State of Florida shall be 800 North Magnolia Avenue, Suite 1500, Orlando, Florida 32803. The Board of Directors may from time to time move the registered office to any

other address in Florida. The name of the initial registered agent of this Corporation at that address is Charles H. Egerton. The Board of Directors may from time to time designate a new registered agent.

ARTICLE V - INCORPORATOR

The name and address of the incorporator of this Corporation are:

<u>Name</u>	<u>Address</u>
Charles H. Egerton	800 North Magnolia Avenue Suite 1500 Orlando, Florida 32803

ARTICLE VI - INITIAL BOARD OF DIRECTORS

A. The initial number of directors of this Corporation shall be two (2).

B. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of this Corporation, but shall never be less than one (1).

C. The names and addresses of the initial members of the Board of Directors, who shall hold office for the first year of existence of this Corporation or until their successors are elected or appointed and have qualified, are:

<u>Name</u>	<u>Address</u>
David Tan	60 Millet Road, Greenford Middlesex UB6 9SH London, England
Vijay Tayal	60 Millet Road, Greenford Middlesex UB6 9SH London, England

ARTICLE VII - PURPOSE

The general purpose for which this Corporation is organized shall be to conduct and transact any and all lawful business authorized or not prohibited by Chapter 607 of the Florida Statutes, as the same may be from time to time amended.

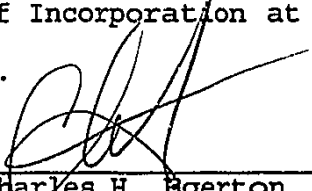
ARTICLE VIII - DATE OF EXISTENCE

This Corporation shall exist perpetually, commencing on the date of execution of these Articles of Incorporation.

ARTICLE IX - INDEMNIFICATION


This Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

IN WITNESS WHEREOF, the undersigned incorporator has made and subscribed these Articles of Incorporation at Orlando, Florida, this 18th day of December, 1996.



Charles H. Egerton

Having been named as registered agent for the above mentioned Corporation, at the place designated in the foregoing Articles of Incorporation, I hereby accept such designation and agree to act in such capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties as registered agent. I am familiar with, and accept the duties and obligations of, Section 607.0505 of the Florida Statutes.

Signature: 

Charles H. Egerton

Date: December 18, 1996