



THE UNITED STATES
CORPORATION
COMPANY

PA7000003715

97 JAN 14 PM 1:32

TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032

REFERENCE : 220906 4303929

AUTHORIZATION :

COST LIMIT : \$ 122.50

Patricia Pigott

ORDER DATE : January 14, 1997

ORDER TIME : 9:42 AM

ORDER NO. : 220906-015

200002057492--5

CUSTOMER NO: 4303929

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 VII
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:

24
1/14/97

ARTICLES OF INCORPORATION
OF
VACATION BREAK MERGER VII CORP.

FILED
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TALLAHASSEE, FLORIDA

ARTICLE I

The name of the corporation is VACATION BREAK MERGER VII 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

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ARTICLE VII

The name of the Incorporator is Michael C. Todd and the address of the Incorporator is 1221 Brickell Avenue, Suite 2200, 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.

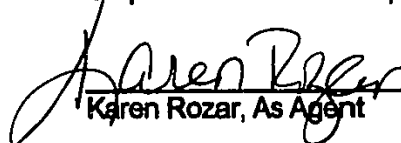
IN WITNESS WHEREOF, the undersigned, being the Incorporator named above, for the purpose of forming a corporation pursuant to the Florida Business Corporation Act of the State of Florida has signed these Articles of Incorporation this 13th day of January, 1997.


Michael C. Todd, Incorporator

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned, having been named the Registered Agent of VACATION BREAK MERGER VII 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: January 14, 1997