

97 JAN 14 PN 1:48

ACCOUNT NO. : 072100000032

TALLAMASULLA FLORIDA

REFERENCE: 220906

4303929

AUTHORIZATION :

COST LIMIT :

ORDER DATE: January 14, 1997

ORDER TIME : 9:58 AM

ORDER NO. : 220906-030

200002057452--9

CUSTOMER NO: 4303929

CUSTOMER: Ms. Sheryl C. Vainstein GREENBERG TRAURIG HOFFMAN LIPOFF ROSEN & QUENTEL, P. A.

22nd Floor

1221 Brickell Avenue Miami, FL 33131-3238

### DOMESTIC FILING

NAME:

VACATION BREAK MERGER X CORP.

#### EFFECTIVE DATE:

ARTICLES OF INCORPORATION

CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

\_\_ CERTIFIED COPY

PLAIN STAMPED COPY

CERTIFICATE OF GOOD STANDING

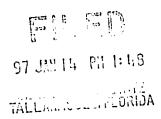
CONTACT PERSON: Kathy Drake

EXAMINER'S INITIALS

#### ARTICLES OF INCORPORATION

OF

### **VACATION BREAK MERGER X CORP.**



### ARTICLE

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

### ARTICLE

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:

Number of Shares Authorized	Par Value <u>Per Share</u>	Class of <u>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.

### ARTICLEV

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.

### ARTICLEVI

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

97 JM 14 PH 1: 18

### **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 \_\_/3 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 X 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

MIAMIVAINSTEINS/830393/haqh101.DOC/1/13/97