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GEORGE G. GRAHAM & Co., P.A.

CERTIFIED PUBLIC ACCOUNTANTS

2605-C KURT STREET

EUSTIS, FLORIDA 32726

TELEPHONE: (352) 569-2552

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February 11, 1997

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 FEB 13 PM 4:18

Department of State
Bureau of Corporate Records
P. O. Box 632/
Tallahassee, FL 32314

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-02/13/97--01042--003
*****70.00 *****70.00

In Ref: VACATION OWNERSHIP COMPANY

Dear Sir:

There are enclosed the original and one copy of Articles of Incorporation for the above new corporation together with a check for filing as follows:

Filing Fee	\$ 35.00
Registered Agent Designation	<u>35.00</u>
Total	<u>\$ 70.00</u>

Please process these Articles at your earliest convenience and return the photocopy to me with your date and time stamp on it, along with the Letter of Incorporation.

Sincerely,

George Graham, Jr.
George Graham, Jr.

GG,Jr:ctr

Encls.

5/2/98

ARTICLES OF INCORPORATION
OF
VACATION OWNERSHIP COMPANY

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The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, does hereby adopt the following Articles of Incorporation:

Article 1. Name. The name of the Corporation is:

VACATION OWNERSHIP COMPANY

Article 2. Duration. This corporation shall have perpetual existence.

Article 3. Purpose. The general purposes for which the Corporation is organized are the following:

A. To engage in and transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act. No other purpose limits this general purpose in any way.

B. To do such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them.

Article 4. Capital Stock. The aggregate number of shares which the Corporation is authorized to issue is one hundred (100) shares of common stock. Such shares shall be of a single class and shall have no par value.

Article 5. Initial Registered Agent and Principal Office. The name of the initial Registered Agent is:

GEORGE GRAHAM, JR.

and the street address of the initial Registered Office and the Principal Office of the Corporation is:

2605-C Kurt Street
Eustis, FL 32726

Article 6. Initial Board of Directors. The number of Directors constituting the initial Board of Directors is one (1). The number of Directors may be increased or decreased from time to time in accordance with the Bylaws but shall never be less than one. The name and address of the initial Director of the Corporation are as follows:

GEORGE GRAHAM, JR.

2605-C Kurt Street
Eustis, FL 32726

Article 7. Incorporator. The name and address of the Incorporator are as follows:

GEORGE GRAHAM, JR.

2605-C Kurt Street
Eustis, FL 32726

Article 8. Amendment. The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and any right conferred upon the Shareholder is subject to this reservation.

Article 9. Indemnification. The Corporation shall indemnify each Officer and Director, including former Officers and Directors, to the full extent permitted by law.

Article 10. Preemptive Rights. Each Shareholder of the Corporation shall have the right to purchase, subscribe for, or receive a right or rights to purchase or subscribe for, at the price for which it is offered to others, that Shareholder's pro rata portion of the following:

A. Any stock of any class that the Corporation may issue or sell, whether or not exchangeable for any stock of the Corporation of any class or classes, and whether or not of unissued shares authorized by the Articles of Incorporation as originally filed or by any amendment thereof or out of shares of stock of the Corporation acquired by it after the issuance thereof, and whether issued for cash or other consideration; or

B. Any obligation that the Corporation may issue or sell which is convertible into or exchangeable for any stock of the Corporation of any class or classes, or to which is attached or pertinent any warrant or warrants or other instruments conferring on the holder the right to subscribe for or purchase from the Corporation any shares of its stock of any class or classes.

This right shall be deemed waived by any Shareholder who does not exercise it and pay for the shares preempted within thirty (30) days after receipt of written notice from the Corporation stating the price, terms and conditions of the issue of shares and inviting

the Shareholder to exercise this preemptive right. This right may also be waived by a written waiver signed by the Shareholder.

Article 11. Bylaws. The power to adopt, alter, amend and repeal the Bylaws shall be vested in the Board of Directors, but all alterations, amendments and repeals of the Bylaws must be approved by a majority of the Shareholders.

IN WITNESS WHEREOF, the undersigned has signed these Articles of Incorporation on this 11th day of February, 1997.




GEORGE GRAHAM, JR.

STATE OF FLORIDA

COUNTY OF LAKE

The foregoing instrument was acknowledged before me this 11th day of February, 1997, by GEORGE GRAHAM, JR., who personally appeared before me and

 X is personally known to me
 has produced Florida Driver's License as identification.



CLAUDIA T. RUSSELL
Notary Public, State of Florida

My Commission Expires:



CLAUDIA T. RUSSELL
MY COMMISSION # 00473141 EXPIRES
July 23, 1999
BONDED THRU TROY FAIR INSURANCE, INC.

CERTIFICATE OF DESIGNATION
REGISTERED AGENT / REGISTERED OFFICE

FILED
SECRETARY OF STATE
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Pursuant to the provisions of sections 607.0501 or 617.0501, 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:

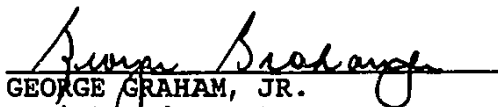
VACATION OWNERSHIP COMPANY

2. The name and address of the registered agent and office is:

GEORGE GRAHAM, JR.
2605-C Kurt Street
Eustis, FL 32726

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.

DATED this 11th day of February, 1997.


GEORGE GRAHAM, JR.
Registered Agent