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AUTHORIZATION :
COST LIMIT : \$ PPD

ORDER DATE : March 12, 1997
ORDER TIME : 9:44 AM
ORDER NO. : 290394-005

CUSTOMER NO: 81310A
CUSTOMER: Clifton A. Livingston, Esq
CLIFTON A. LIVINGSTON, ESQ
201 East Davis Boulevard
Tampa, FL 33606

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DOMESTIC FILING

NAME: VACATION ESCAPE OF TAMPA BAY
II, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Deborah Schroder

EXAMINER'S INITIALS: _____

K.R. MAR 12 1997

FILED
97 MAR 12 PM 1:58
SEC. OF STATE
TALLAHASSEE, FLORIDA

57
MAR 12 11:50
50

**ARTICLES OF INCORPORATION
OF**

Vacation Escape Of Tampa Bay II, Inc.

97 MAR 12 PM 1:58
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, the undersigned, hereby make, subscribe, acknowledge and file with the Secretary of State of the State of Florida these Articles of Incorporation for the purpose of forming a corporation for profit in accordance with the laws of the State of Florida.

**ARTICLE I
Name and Address**

The name of this corporation shall be Vacation Break of Tampa Bay II, Inc. and its initial place of business shall be located at 11406 N Dale Mabry Hwy., Suite I, Tampa, Florida, 33618.

**ARTICLE II
Existence of Corporation**

This corporation shall begin existence on the date of filing with the Secretary of State, and shall have perpetual existence.

**ARTICLE III
Purposes**

The corporation may engage in the transaction of any or all lawful business for which corporations may be incorporated under the laws of the State of Florida.

**ARTICLE IV
General Powers**

The corporation shall have power:

- (a) To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced.
- (b) To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use, and otherwise deal in and with real or personal property or any interest therein, wherever situated.
- (c) To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets.

- (d) To lend money to, and use its credit to assist its officers and employees in accordance with Section 607.141 Florida Statutes.
- (e) To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interest in, or obligations of, other domestic or foreign corporations, associations, partnerships, or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district, or municipality or of any instrumentality thereof.
- (f) To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income.
- (g) To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested.
- (h) To conduct its business, carry on its operations, and have offices and exercise the powers granted by this act within or without this state.
- (i) To elect or appoint officers and agents of the corporation and define their duties and fix their compensation.
- (j) To make and alter bylaws, not inconsistent with its Articles of Incorporation or with the laws of the State of Florida, for the administration and regulation of the affairs of the corporation.
- (k) To make donations for the public welfare or for charitable, scientific, or educational purposes.
- (l) To transact any lawful business which the Board of Directors shall find will be in aid of governmental policy.
- (m) To pay pensions and establish and carry out pension plans, profit sharing plans, stock bonus plans, stock option plans, retirement plans, benefit plans, and other incentive and compensation plans for any or all of its directors, officers, and

employees and for any or all of the directors, officers and employees of its subsidiaries.

- (n) To provide insurance for its benefit on the life of any of its directors, officers, or employees, or on the life of any shareholder for the purpose of acquiring at his death shares of its stock owned by the shareholder or by the spouse or children of the shareholder.
- (o) To be a promoter, incorporator, general partner, limited partner, member, associate, or manager of any corporation, partnership, limited partnership, joint venture, trust, or other enterprise.
- (p) To have and exercise all powers necessary or convenient to effect its purposes.
- (q) The corporation shall have the right, upon unanimous consent of all shareholders of the corporation, to be treated as a Small Business Corporation under the Internal Revenue Code, Section 1244.

ARTICLE V Capital Stock

- (a) The total number of shares of capital stock authorized to be issued by the corporation shall be 7,000 shares having a par value of \$1.00 per share. Each of the said shares of stock shall entitle the holder thereof to one (1) vote at any meeting of the shareholders. All or any part of said capital stock may be paid for in cash, in property or in labor or services actually performed for the corporation and valued at a fair valuation to be fixed by the Board of Directors at a meeting called for such purpose. All stock when issued shall be paid for and shall be nonassessable.
- (b) In the election of directors of this corporation there shall be no cumulative voting of the stock entitled to vote at such election.

ARTICLE VI Registered Office and Registered Agent

The street address of the corporation's initial registered office is 201 East Davis Boulevard, Tampa, FL 33606, and the name of the corporation's initial registered agent at such address is Clifton A. Livingston. The corporation may change its registered office or

its registered agent for both by filing with the Department of State of the State of Florida a statement complying with Section 607.037, Florida Statutes.

**ARTICLE VII
Initial Board of Directors**

The number of directors constituting the initial Board of Directors shall be one (1), and the name and address of each person who is to serve as a member thereof is as follows:

Name	Address
Joseph Minucci	18818 Arbor Dr. Lutz, FL 33549

**ARTICLE VIII
Incorporators**

The name and address of the incorporator of this corporation is as follows:

Name	Address
Clifton A. Livingston	201 East Davis Boulevard Tampa, FL 33606-2265

**ARTICLE IX
Amendment of Articles of Incorporation**

The corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon the stockholders herein are subject to this reservation.

**ARTICLE X
Indemnification**

The corporation shall indemnify any officer or director or any former officer or director to the full extent permitted by law. The corporation shall indemnify any officer, director and/or shareholder for all expenses paid by such officer, director and/or shareholder on behalf of the corporation, including, but not limited to, pre-organizational expenses of the corporation.

IN WITNESS WHEREOF, I, the undersigned, have executed these Articles for the uses and purposes therein stated. **I HEREBY AM FAMILIAR WITH AND ACCEPT THE DUTIES AND RESPONSIBILITIES AS REGISTERED AGENT FOR SAID CORPORATION.**

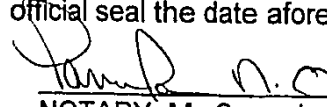

CLIFTON A. LIVINGSTON

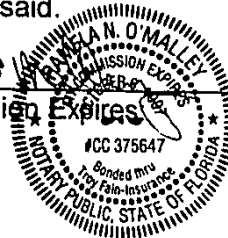
(Incorporator and Registered Agent)

**STATE OF FLORIDA
COUNTY OF HILLSBOROUGH**

BEFORE ME, the undersigned authority, on this 11th day of MARCH, 1997, personally appeared CLIFTON A. LIVINGSTON, to me well known to be the person described in and who signed the foregoing Articles of Incorporation, and acknowledged to me that he executed the same freely and voluntarily for the uses and purposes therein expressed.

WITNESS my hand and official seal the date aforesaid.


NOTARY: My Commission Expires



FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA