

marketing
advertising
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P. 98000019390

BACKUS TURNER INTERNATIONAL

February 25, 1998

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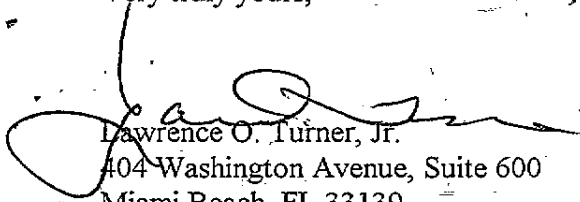
Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

RE: SUNTERRA RESORTS, INC.
SUNTERRA SALES & MARKETING, INC.

Gentlemen:

Enclosed is an original and one copy of the Articles of Incorporation for Sunterra Resorts, Inc. and Sunterra Sales & Marketing, Inc. and a check for \$245 to cover the filing fees. Please send the certified copies of the articles directly to me at the address set forth on this letterhead.

Very truly yours,


Lawrence O. Turner, Jr.
404 Washington Avenue, Suite 600
Miami Beach, FL 33139
(305) 673-9800

LOT/ma

FILED
98 FEB 27 AM 8:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

F. CHESSEY MAR 2 1998

ARTICLES OF INCORPORATION
OF
SUNTERRA RESORTS, INC.

ARTICLE I - NAME

The name of this corporation is Sunterra Resorts, Inc.

ARTICLE II - DURATION

This Corporation shall have perpetual existence.

ARTICLE III - PURPOSE

The Corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE IV - CAPITAL STOCK

This Corporation is authorized to issue 10,000 shares of one (\$1.00) Dollar per value common stock, which shall be designated "Common Shares."

ARTICLE V - INITIAL REGISTERED OFFICE, AGENT AND PRINCIPAL OFFICE

The name and street address of the initial registered agent and office of this Corporation is Lawrence O. Turner, Jr., 404 Washington Avenue, Suite 600, Miami Beach, Florida 33139. The principal office address shall be the same as the registered office address.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This Corporation shall have one (1) Director initially. The number of Directors may be increased or diminished from time to time by the By-Laws but shall never be less than one (1). The name and address of the initial Director of this Corporation is:

<u>Name</u>	<u>Address</u>
Lawrence O. Turner, Jr.	404 Washington Avenue Suite 600 Miami Beach, Florida 33139

ARTICLE VII - BY-LAWS

The By-Laws of this Corporation may be adopted, altered, amended or repealed by either the Stockholders or Directors.

ARTICLE VIII - INDEMNIFICATION

The Corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

ARTICLE IX - PREEMPTIVE RIGHTS

Every Stockholder, upon the sale for cash of any new stock of this Corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

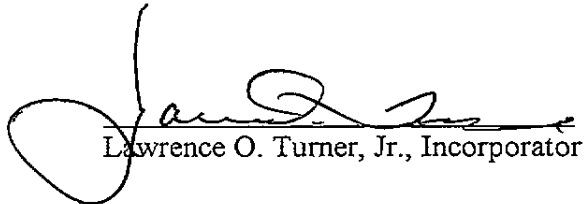
ARTICLE X - INCORPORATOR

The name and address of the person signing these Articles is Lawrence O. Turner, Jr., 404 Washington Avenue, Suite 600, Miami Beach, Florida 33139.

ARTICLE XI - AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, in accordance with the provisions of the Florida General Corporation Act.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 25th day of February, 1998.


Lawrence O. Turner, Jr., Incorporator

ACCEPTANCE BY REGISTERED AGENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN ARTICLE V OF THESE ARTICLES OF INCORPORATION, THE UNDERSIGNED PERSON HEREBY AGREES TO ACT IN THIS CAPACITY, AND FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE DISCHARGE OF HIS DUTIES.

DATED THIS 25th DAY OF FEBRUARY, 1998.

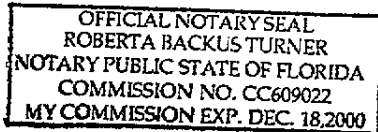
 (SEAL)
LAWRENCE O. TURNER, JR.

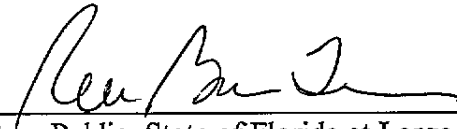
(Corporate Seal)

STATE OF FLORIDA)
)
COUNTY OF DADE)

Before me, a Notary Public authorized in the State and County set forth above, personally appeared Lawrence O. Turner, Jr., known to me and known by me to be the person who, as Incorporator, executed the foregoing Articles of Incorporation of Sunterra Resorts, Inc., and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 25th day of February, 1998.





Notary Public, State of Florida at Large

My Commission Expires: 12/18/2000

FILED
98 FEB 27 AM 8:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA